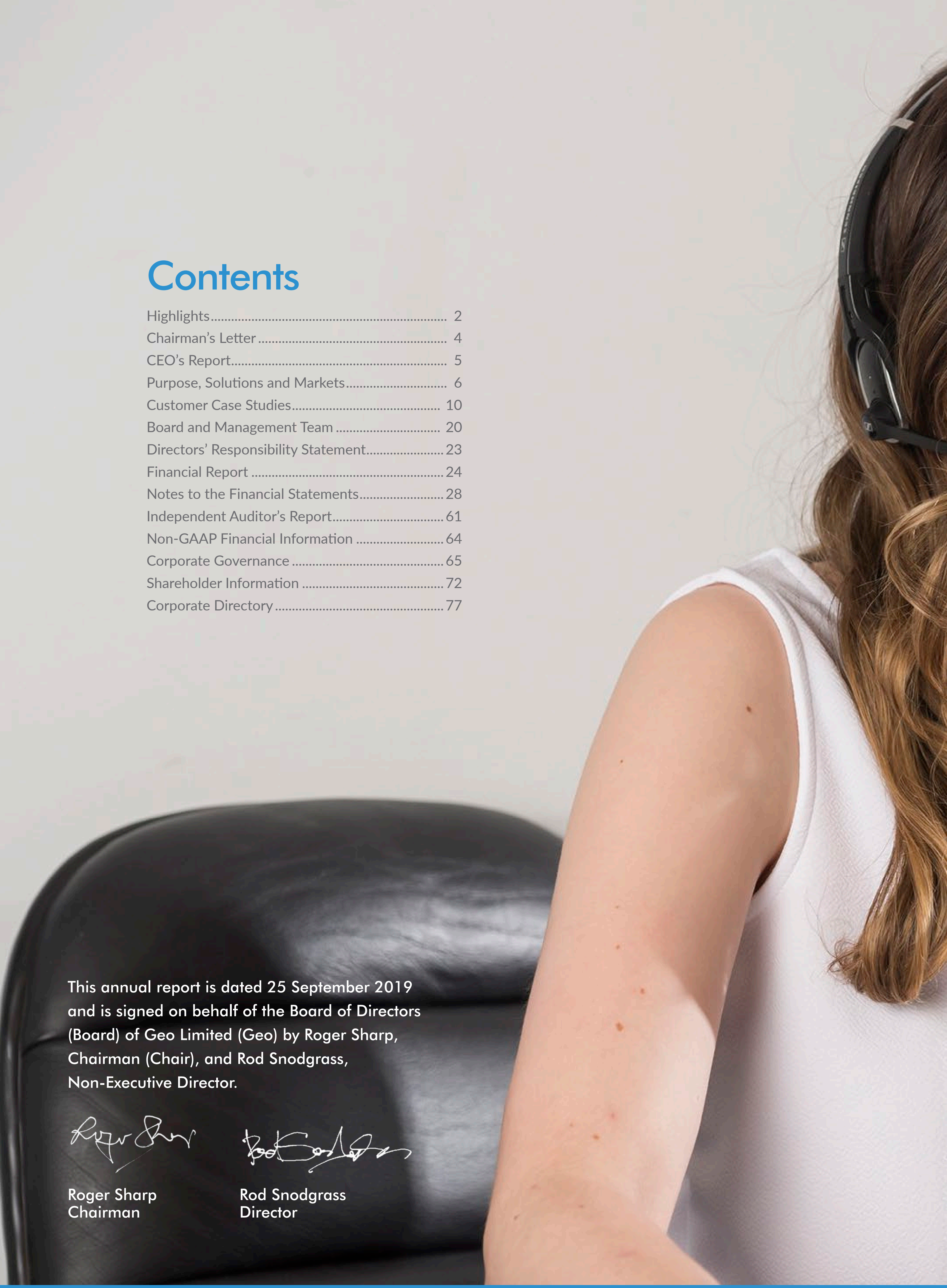
Geo

2019
Annual Report

Geo Limited

Year ended 30 June 2019



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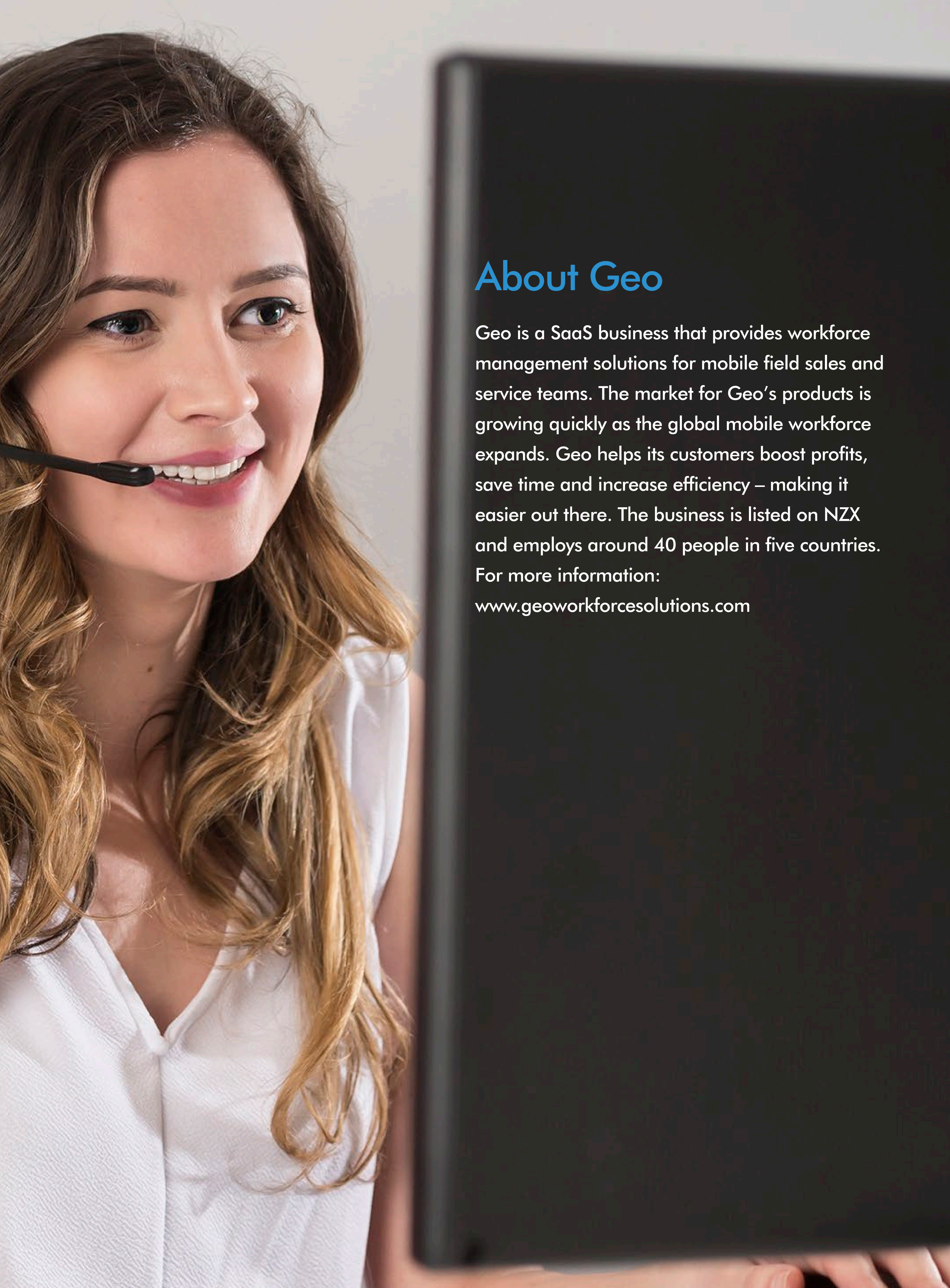
This annual report is dated 25 September 2019 and is signed on behalf of the Board of Directors (Board) of Geo Limited (Geo) by Roger Sharp, Chairman (Chair), and Rod Snodgrass, Non-Executive Director.

Roger Sharp
Chairman

Rod Snodgrass
Director



About Geo

Geo is a SaaS business that provides workforce management solutions for mobile field sales and service teams. The market for Geo's products is growing quickly as the global mobile workforce expands. Geo helps its customers boost profits, save time and increase efficiency – making it easier out there. The business is listed on NZX and employs around 40 people in five countries. For more information: www.geoworkforcesolutions.com

Financial Highlights

REVENUE

TOTAL REVENUE
$5.6m
8.4% increase

RECURRING REVENUE
$4.9m
21.6% increase

EARNINGS

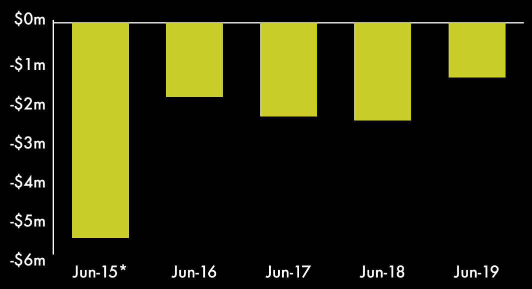
EBITDA LOSS
$1.4m
47.0% improvement

NET LOSS*
$5.5m
36.7% improvement

*Includes $3.2m non-cash charge from writing down intangibles.

COMPARISON WITH PRIOR PERIODS

ANNUAL EBITDA LOSS
(Year-on-Year Comparison)



AVERAGE MONTHLY CASH BURN
(Half-on-Half Year Comparison)

*15 month period.

PRODUCT METRICS

Geo Product

SUBSCRIPTION REVENUE

$3.6m ▲

37.0% increase

MONTHLY ARPU

$17.09 ▲

42.9% increase

LICENCES

16,347 ▼

26.9% decrease

Geo for Sales Product

SUBSCRIPTION REVENUE

$1.4m ▼

6.2% decrease

MONTHLY ARPU

$93.05 ▲

11.0% increase

LICENCES

905 ▼

31.7% decrease

Chairman's Letter

"With the new application now launched, Geo has reactivated its digital sales and marketing programmes, with promising early signs."

Dear Shareholder,

LEAVING NO STONE UNTURNED

Over the last year we made significant progress putting Geo onto a sustainable footing. Geo Chief Executive Kylie O'Reilly and the team have successfully moved licences to market rates, and have fundamentally shifted the economics of this business, giving us the confidence to invest for growth. Geo has also made solid progress in developing a pipeline to sell licences through the direct sales channel.

However, software development delays resulted in us taking several months longer than expected to achieve market readiness for the new Geo application. As a result, we have not been able to establish the momentum in licence sales we planned in the 2019 financial year and we did not meet our financial targets.

Geo has previously provided guidance that it would achieve an EBITDA[1] breakeven run-rate by the middle of the current calendar year and achieve cash flow break-even within current cash reserves.

The delay in product development and market launch has resulted in the company maintaining higher overheads than anticipated for the second half of the 2019 financial year during a period of lower-than-anticipated growth. This has required a deferral of its breakeven timeframes.

While we regret this delay we are not deterred, and Kylie and the team have put measures in place to get back on track. With the new application now launched, Geo has reactivated its digital sales and marketing programmes, with promising early signs.

The board and management are leaving no stone unturned in their determination to drive growth into this business. Non-Executive Director Rod Snodgrass is now working closely with Kylie O'Reilly to drive short-term growth. He has decades of experience in business innovation and a proven record in generating growth.

FINANCIAL RESULTS

Geo's recurring subscription revenues increased 21.6% to $4.9 million from $4.0 million in the 2018 financial year as the company benefitted from the repricing of its core Geo mobile workforce application to market rates.

Total revenues increased 8.4% to $5.6 million from $5.2 million in the 2018 financial year, with recognition of grant revenues and reduced training and implementation activity for Geo for Sales offsetting the growth in core subscription revenue.

Geo's EBITDA loss has narrowed to $1.4 million compared to a corresponding loss in the prior year of $2.6 million. Underlying EBITDA[2], which strips out the impact of the planned (and now shelved) migration to the ASX, was $1.4 million, a 28.4% improvement on the $1.9 million loss in the 2018 financial year.

Net losses narrowed 36.7% to $5.5 million from $8.7 million a year earlier and includes the $3.2 million non-cash writedown of all intangibles associated with the Geo for Sales product (2018: $5.0m). Operating and investing cash out flows of $2.0 million were better than the $2.6 million outflow in the prior financial year.

BALANCE SHEET AND FUNDING

Cash on hand at year end was $1.0 million, down from $2.0 million at the half year. Underlying monthly cash burn was ~$190k for the six months ended 30 June 2019, partially reflecting short term expenses associated with the new product release.

Our plan was to rapidly increase the Company's sales and reduce its cash burn in the second half, following the launch of its new Geo application. The delays in product development had a compounding effect, deferring our ability to accelerate growth and reach cash flow break even from the current cash reserves. The Company has since reached agreement with its major shareholder North Ridge Partners (a company that I am associated with) to subscribe for a $1.5 million convertible note with up to $2.0 million available by agreement.

The funding package gives Geo certainty through the current financial year while it steps up its marketing programme.

It will require shareholder approval at Geo's Annual General Meeting in November 2019 and is anticipated to be made available from 1 January 2020.

Meanwhile Geo has launched a sale and/or buyback of small shareholdings to streamline its register and reduce both administration costs and trading volatility. This will enable small shareholders to divest shares which are not marketable without incurring brokerage.

PEOPLE

The 2019 financial year has been a challenge. On behalf of the board and shareholders I would like to thank the Geo team for the energy and enthusiasm they have shown in turning this company around. They enter 2020 with the Company poised for significant improvement.

OUTLOOK

Geo expects to see increased momentum at the half year and will update shareholders on its progress at the Company's Annual General Meeting on 27 November.

Roger Sharp

Roger Sharp
CHAIRMAN

1 EBITDA is statutory net loss from operations less interest, tax, depreciation, amortisation and write down of intangibles and does not have a standardised meaning prescribed by NZ GAAP.

2 Underlying EBITDA is EBITDA less non-operational revenue and expenses and does not have a standardised meaning prescribed by NZ GAAP. In the 2019 financial year it excluded the impact of a $3.2 million write down of intangibles. In the 2018 financial year it excluded the impact of $0.7m in ASX migration costs and $5.0 million write down of intangibles.

CEO's Report

"The Geo platform now has a higher quality and more profitable portfolio of customers enabling it to launch new customer acquisition programmes on significantly more attractive metrics."

INCREASE IN GEO MONTHLY ARPU

The 2019 financial year has been marked by success as well as disappointment. The core of Geo's strategy for the 2019 financial year was to upgrade the flagship Geo products and its customer service while updating the pricing for existing customers to reflect current features and market rates.

During the year, and reflecting the success of this strategy, subscription revenues for the core Geo product increased by 37%. Monthly ARPUs increased by 43% from $11.96 to $17.09 as licence numbers were managed down by 26.9% to 16.3k reflecting the exit of inactive customers or those unwilling to pay market rates.

PRODUCT LAUNCH

We were disappointed to defer the full market launch of our new Geo product by several months, which set back planned increases in marketing and customer acquisition programmes. This weighed on licence growth, however with the new Geo product released late in the financial year, marketing spend is progressively being re-started and the company is now seeing encouraging early signs of improvement in key customer acquisition metrics.

CUSTOMER ENGAGEMENT

Geo sees strong engagement with its customers as pivotal to maintaining and increasing their lifetime value. Engagement reduces churn and helps to build long-term relationships. To deliver on this philosophy, the company has invested in around-the-clock customer service, with teams located in Manila and Sydney. Our customers tell us that they genuinely appreciate it.

We believe we are the only field service application in our peer group to offer this level of customer support, which is a key differentiator in our journey to become a sticky productivity tool for businesses with distributed workforces.

As a result of the move to put subscription pricing onto market rates, the core Geo platform now has a higher quality and more profitable portfolio of customers enabling it to launch new customer acquisition programmes on significantly more attractive metrics. We believe the effect of higher ARPUs and improved customer engagement will deliver a significant improvement in the lifetime value of our customers and the financial performance of the business.

CORPORATE SALES AND PARTNER CHANNELS

Geo is building its direct corporate sales pipeline and is working with a number of companies to roll out Geo across their businesses. In February Geo disclosed that it would exit the Telstra marketplace, which had increasingly become a low growth, low margin, low ARPU channel. The transition and repricing of Telstra customers was completed in May, resulting in a negligible reduction in net monthly margins.

GEOPAY

After extensive consultation with live customers, significant improvements have now been made to the application's workflow and the Stripe payments API has been integrated. A small salesforce has been recruited to activate GeoPay.

GEO FOR SALES

As we announced in the first half of the 2019 financial year, we have impaired the value of the Geo for Sales intangible assets and intend scaling the company by focussing most of our resources on our core Geo product.

In the 2019 financial year Geo for Sales subscription revenues fell by 6.2% and year end licence numbers closed at 905, down by 31.7% on 30 June 2018 levels. Much of this movement is attributable to changes in field marketing activity by large energy retailer customers as they prepared for regulatory change in the Australian State of Victoria.

It will take some months for these customers to assess the lasting impact of regulatory changes and continued volatility may be seen. That said, we have seen similar changes to regulation cause short term impacts in the past and then stabilise as energy companies continue to seek out field marketing as a highly effective customer acquisition channel.

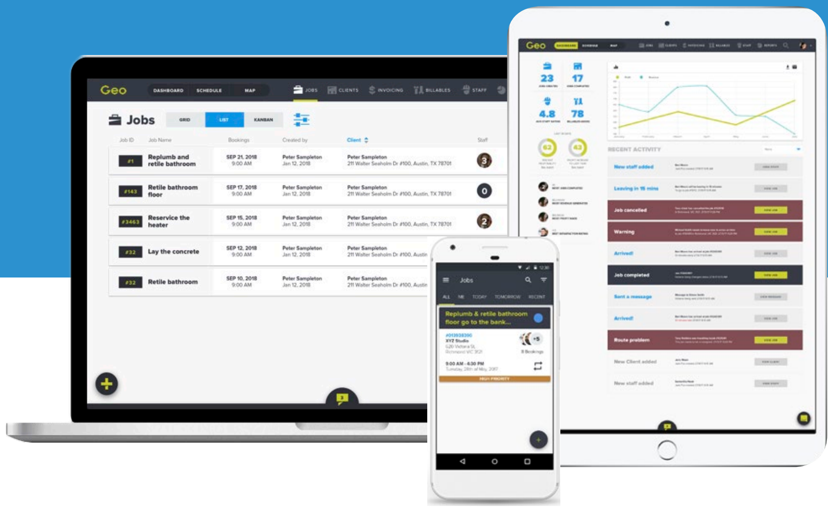
Geo for Sales ARPUs increased by 11% to $93.05. The product now accounts for 28% of subscription revenues, and we expect this to fall to less than 20% in the current financial year as the core Geo product grows. We will focus our efforts disproportionately on the core Geo product in 2020.

THE FUTURE:

Our top priority is now growth of new customers and licences. I am convinced that Geo continues to represent the best option for businesses looking to manage their mobile workforces, reduce their administration costs and deliver an improved service for their customers. I am excited by the opportunities we have in front of us and I am looking forward to working with the Board and the rest of the team to realise the significant potential we see in the business.

Kylie O'Reilly
CHIEF EXECUTIVE OFFICER

Purpose, Solutions and Markets



Simplifying business success

Geo's purpose is to ***make it easier*** out there by offering simple solutions and stand out customer service. We help businesses run smoothly with solutions that allow our customers to see how things are tracking no matter where they and their teams are. Geo allows them to make adjustments on the go, improving profits and efficiencies.

We invest in 24/7 customer support and training tools so that our customers can make the most of our features, spend less time on paperwork and more time growing their business. Our technology team is continually working on improvements, looking for efficiencies and exploring the latest innovations to provide our customers with simply the best solution.

We deliver on these goals with two products.

About Geo

Geo, our core product, is job management software for distributed workforces that saves hours of admin so that customers can focus on what matters; keeping their customers happy and growing their business. Developed specifically for mobile workforces, Geo helps field workers to be more productive, streamlines job allocation, reduces downtime, makes it easier to win new business and provides greater insights into job and workforce performance. Working on any mobile device or tablet, Geo provides real-time information to mobile teams and integrates seamlessly with top tier accounting software from anywhere, anytime.

Target Sectors

Businesses providing services to the home (e.g. plumbers, electricians, cleaners, home maintenance and garden services, security and safety services and healthcare) and organisations with distributed mobile workforces (e.g. city councils and security companies).

2019 in Review

Strong engagement with customers and unrivalled support underpin Geo's market position. We have invested in around-the-clock customer service, with teams located in Manila and Sydney. This is a key differentiator in Geo's journey to become a sticky productivity tool for businesses with distributed workforces.

The focus for the past 12 months has been to upgrade products and customer service while updating the pricing for existing customers to reflect current features and market rates. The core Geo platform now has a higher quality and more profitable portfolio of customers enabling it to launch new customer acquisition programmes on significantly more attractive metrics. The effect of higher ARPUs (average revenue per user) and improved customer engagement will deliver a significant improvement in the lifetime value of our customers and the financial performance of the business.

Geo at a glance (year ended 30 June)

Subscription revenue	
2019	$3.6m
2018	$2.6m
2017	$2.1m
Average Revenue Per User (ARPU)	
2019	$17.09
2018	$11.96
Licences	
2019	16,347
2018	22,362
2017	26,098

"Our officers have gained at least one hour a day they would otherwise have used filling out paperwork and spending time in the office."

– Daniel Hadfield, Auckland Council

Solution Features:

Geographic scheduling and tracking

- Real-time job scheduling
- Allocate jobs by location
- GPS trackers

Quoting

- Generate quotes on the road
- Save quotes to job and track time/cost

Invoicing

- Send invoice as soon as the job is done
- Track hours and job profitability
- Easy integration with top tier accounting software

Recordkeeping

- Works offline
- All records stored in one place for easy access
- Creates real-time job files in the field, with photo capture, descriptions, documents, voice recordings

Solution Benefits:

Improve efficiency

- Get more jobs completed each day
- Grow the business

Improve cash flow

- Sending invoices sooner and collecting payment shortens the collection cycle
- Improves cashflow and working capital

Win more jobs

- Easily and quickly sends quotes
- Grow the business

Boost customer satisfaction

- Reduces likelihood of field staff getting lost or arriving late
- Improves customer satisfaction and repeat business

Purpose, Solutions and Markets

About Geo for Sales

Geo for Sales' purpose is to accelerate customers' sales growth while making their field sales compliant and efficient. The solution provides real-time sales workforce management and is used by field sales teams to capture key customer data required for the sale. It enables territory allocation by salesperson and tracks performance and efficiency, all in real-time. It improves the speed of customer sign up, reduces cost of sales, mitigates compliance issues and integrates seamlessly with enterprise systems. Geo for Sales has become a cornerstone tool for major energy retailers, where door to door sales are a primary channel for generating new business.

Target Sectors

Services best sold face to face e.g. telcos, cable, residential solar, energy, home improvements and media.

2019 in Review

Geo for Sales subscription revenues fell by 6.2% while ARPUs increased by 11% to $93. Year-end licence numbers closed at 905, down by 31.7% on the prior year. Much of this is attributable to changes in field marketing activity by large energy retailer customers as they prepared for regulatory change in the Australian state of Victoria. There may be continued volatility, however we have seen similar changes to regulation cause short term impacts in the past and then stabilise, as energy companies continue to seek out field marketing as a highly effective customer acquisition channel.

Geo for Sales now accounts for 28% of subscription revenues. Thisis expected to fall to less than 20% in the current financial year as we allocate resources to our core Geo product, which is expected to grow at a significantly faster rate.

Geo for sale (year ended 30 June)

Subscription revenue	
2019	$1.4m
2018	$1.4m
2017	$1.7m
Average Revenue Per User (ARPU)	
2019	$93.05
2018	$83.80
Licences	
2019	905
2018	1,325
2017	1,584

Features:

- **Prospects**
- **Schedule appointments**
- **Assign Territories**
- **Team Geolocation**
- **Monitor compliance**
- **Dashboard**
- **CRM Integration**
- **Tailored Reports**
- **On-the-spot signup**
- **Offline Mode**

Benefits:

Increase in sales conversions

Lower cancellation rates

Enhanced productivity of sales team

"Geo has invested in around-the-clock customer service… a key differentiator in our journey to become a sticky productivity tool for businesses with distributed workforces."

Customer Case Studies

Case Study – Geo Product

Name:
Knightguard Protection Group

Traceability, reduced admin, increased productivity and outstanding support – that's Knightguard's experience as a Geo customer.

Knightguard has a reputation for integrity and professionalism, and a proud history within the Australian security industry. With nearly 3,000 customers across Australia Knightguard's offering includes security services, commercial cleaning, pest management, building maintenance, fire protection, electronic security, locksmith services, hygiene services and waste management.

Knightguard's security division, comprising cash in transit services and electronic security, has been a Geo customer since 2016 and uses both the company's original and newly released applications.

The partnership with Geo and the functionality of its solutions was a key factor in Knightguard winning a number of contracts in both the Cash in Transit and Electronic Securitysectors.

Franc Rebernik, National Business Manager at Knightguard says that Geo provides the transparency and traceability that their clients were looking for.

"Cash-in-transit services is all about tracking and safety. The clients absolutely love it. Geo provides a complete paper trail, with proof of pick up/drop off and the ability to load photos straight into job files. This functionality has a direct impact on reducing cash-in-transit losses, which had been a problem in the past."

Franc Rebernik says Geo job management software eliminates paperwork, is transparent and accurate and helps to manage customer expectations.

"We're able to allocate jobs and provide staff with real-time information. With geo-mapping we know exactly when a guard or technician is on site, how long they're there for and when they leave. This is critical as customers only get billed for the time on the job, and because it's so transparent, there are no unpleasant surprises when it comes to billing, leading to more satisfied customers. It also reduces the downtime that comes with paperwork and admin and helps our field staff to be more productive. With Geo we can get through more jobs in a day and that has led to an increase in revenue."

Geo support has been second to none, says Franc.

"We've had lots of back up support and training. Nothing's been too much trouble; everything we've asked for we've got, and that support has come from the top down.

"We're planning to rollout Geo job management software to our 350 partner-contractors across Australia next financial year and the Geo team couldn't be more helpful. They're developing a training package and programme for our partner-contractors, many in rural areas and without a lot of technical expertise, to help them use the system and drive uptake.

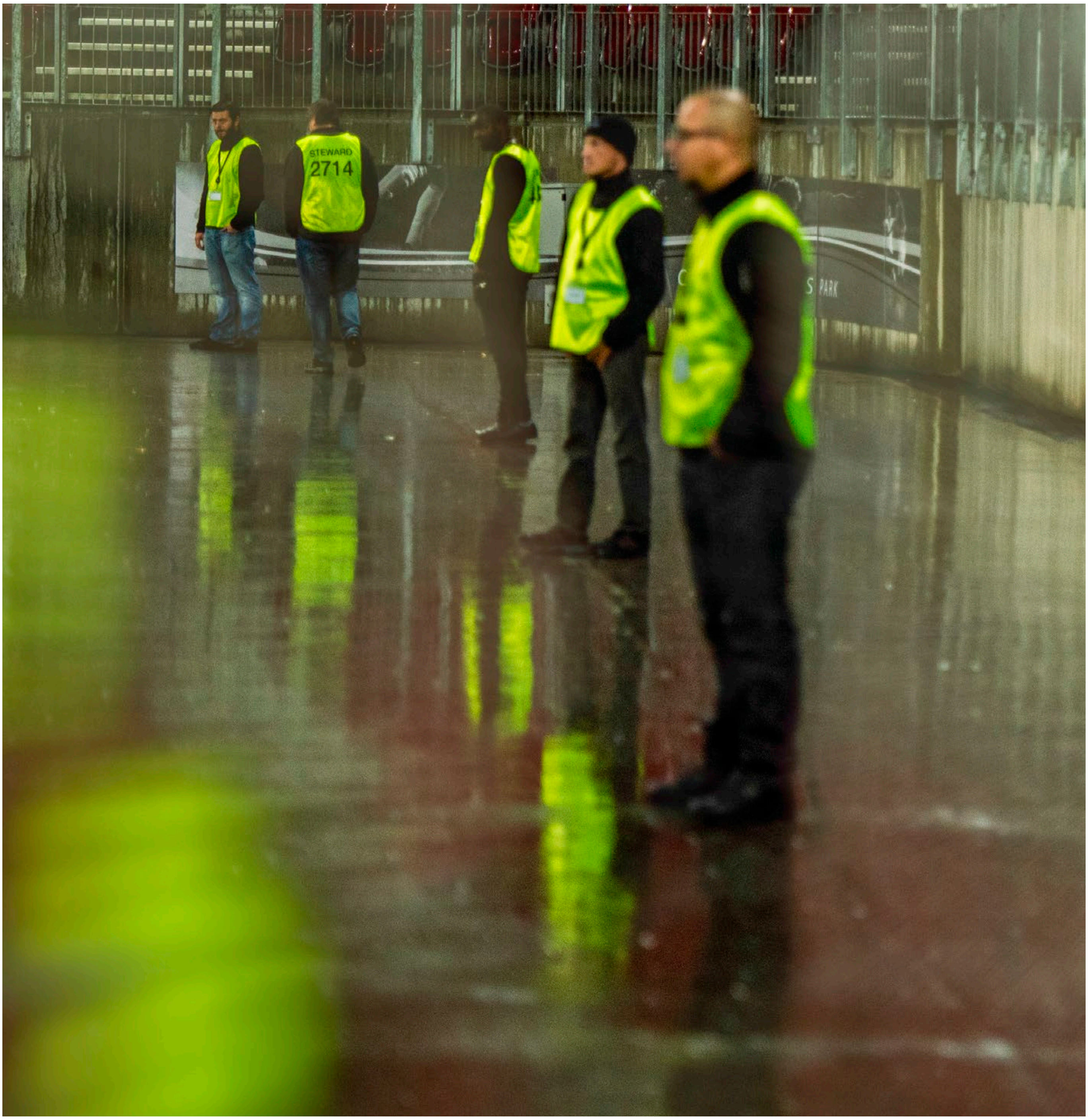
"Geo's online support team is one of the best I've used; extremely fast and doing their absolute best to make sure that any query we have is resolved.

"I've also spent time with the technical team in Sydney, working through our user experience. They were really interested in what I had to say. That alone is impressive. They've kept me in the loop on what's going on with the product. I can't fault their enthusiasm and willingness to go the extra mile."

- Knightguard security division – cash in transit and electronic security division
- 500 customers, picking up from thousands of sites
- 100 employees
- A team of more than 350 partner contractors across Australia

KNIGHTGUARD
PROTECTION GROUP

"Geo reduces the downtime that comes with paperwork and admin, and helps our field staff to be more productive."



Customer Case Studies

Case Study – Geo Product

Name:
BOC

Reduced travel costs, improved customer service, transparent job history and an indispensable business tool for its mobile workforce. That's BOC's experience as a Geo customer.

BOC supplies compressed and bulk gases, chemicals and equipment around the globe. The company develops safe, sustainable and innovative solutions for customers in many specialty sectors, heavy industry and medical environments.

Across Australasia, the customer base is large and diverse, with BOC employees and contractors servicing approximately 7,000 sites supplying everything from a small portable cylinder to large bulk supplies. Customers are drawn from multiple industries including steelmaking, refining, chemical processing, environmental protection, wastewater treatment, food processing and distribution, glass production, electronics and health care.

Reducing travel time was a key objective for BOC, when it started looking for software to help manage its mobile workforce. It also had to integrate with SAP, BOC's enterprise system. Two years later Geo's applications are key tools for BOC that its team couldn't do without.

Damian Pauley, Maintenance Reliability Engineer at BOC South Pacific explains:

"We wanted a new way to organise jobs and plan our work, and get away from using a paper based system in the field that was slow and didn't provide the information and visibility that our guys needed".

"At the start of the process, reducing travel time/cost and making the best use of time on the road was the main problem that we were trying to solve. There were other 'nice to haves' around reducing paperwork, improving timeliness and transparency and having customer history available, but that wasn't our overriding concern. With Geo, we've definitely reduced travel time, without too much effort, but the 'nice to haves' have become the key benefits, making it easier for our team to plan and do their jobs, get it right first time and leave a good impression with the customer."

"Geo has good visibility. It's intuitive and easy for our guys to use. The front end is technician focussed, and the customer history is invaluable. We can provide good continuity of service because the history is there. It speeds things up, and enables better decision making on site. It also supports jobs being optimised, putting the information in the technician's hands. They don't have to go looking for it. The accessibility of information changes how we can operate."

The roll-out to Geo was staged state-by-state and took 12 months to fully complete. Damian says that the staff experience and feedback has been good. "We have an excellent level of buy-in with the technicians, as they can see that the platform helps them be more efficient and better informed. Techs often come back with suggestions around how we can improve our forms and processes, and are eager to explore opportunities.

"Everything has been straightforward, and there's been no fuss. From the original rollout to ongoing support; everything that we've needed along the way has been there for us. When we need support, it's there."

- BOC – Customer Engineering Services
- 7,000 customer sites across Australia and New Zealand
- 40 employee technicians

BOC
A Member of The Linde Group

"From the original rollout to ongoing support; everything that we've needed along the way has been there for us."

A global addressable market

– serving more than 16,000 field workers in over 20 countries

Around 40 team members in 5 countries love working at Geo

What makes it so great to be part of the Geo team?

Celebrate every success

From the smallest solo win to the biggest group achievement, we love to acknowledge a job well done. You'll always feel appreciated as part of our team.

A passion for helping others

Our shared passion for helping others makes for a positive, vibrant culture. We value our customers and want to help them succeed. It feels great to do something that makes a difference to people's livelihood.

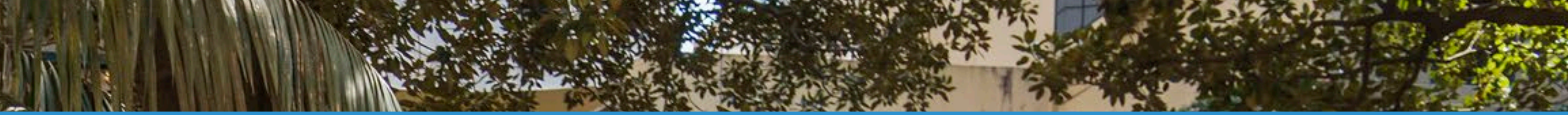
Interesting people who aren't afraid to think differently

We're a global company born of an eclectic mix of people. Who ever got anywhere following the crowd? Different is normal at Geo, so don't be afraid to bring the real you.

Sharing is caring

We set clear goals and share regular business updates with the entire team because the more you know, the more you care. We find that our openness brings out the best in our team.

Some of our talented team



Geo has grown from a small office in Auckland, New Zealand, to a global business supporting thousands of people in field-based roles around the world. We love helping businesses succeed and pride ourselves on our world class customer service.

We are incredibly proud of our people; a small but hugely talented team drawn from diverse tech, business and academic backgrounds, that work together to develop great products that make things easier for our customers. Our values are at the core of the encouraging and supporting environment that we've created, and our people are empowered to deliver solutions that delight our customers. Meet some of our team.

Meet the Team

Name:

Minas Kamel, Head of Development

Minas leads a team that plans and delivers new software and enhancements. The product team does the thinking and the strategy around new products and the development team make it happen. We work together so closely, it's almost like we are one team, says Minas.

"Geo has a culture of sharing and collaboration. We all know what we're working on, where we're going, how we're doing and what the big picture is. We work together. As an engineer, I've grown in this business and I love the complexity of the product. It's so smart, and yet it's so simple to use. That's what we're about in Geo, building smart and simple software.

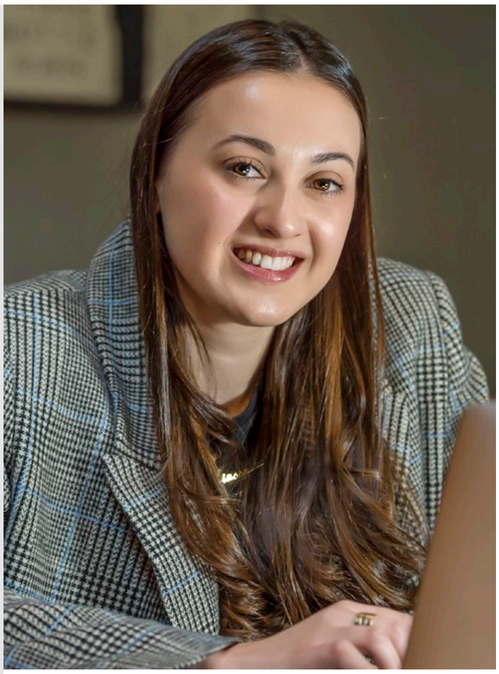
"We are definitely planning to move into more automation and artificial intelligence in our products, to make it so easy for customers to use our product. The possibilities are unlimited for us to add features and ideas to it, for our customers."

Name:

Miassar (Mimi) Gebara, Product Owner

Product Owner Miassar (Mimi), finds enormous satisfaction in being involved in the product development process. "Uncovering what customers want and being part of the process of seeing an idea brought to life is very rewarding. My role is to help identify and understand customer needs, assess priorities and then ensure that we are developing products that customers want. It involves a lot of user testing and listening to feedback from many sources. Geo has a strong culture that is very motivating, where we celebrate every success. There's a lot of passion and dedication that goes into our products as everyone wants to see it grow to its fullest potential. It makes me happy and proud to be part of the Geo team."

"My role is to help identify and really understand customer needs... and ensure that we're developing products that customers want. There's a lot of passion and dedication that goes into our products."



"As a software engineer, I've grown in this business and I love the complexity of the product. It's so smart, and yet it's so simple to use... The possibilities are unlimited for us to add features and ideas to it, for our customers."

– Minas Kamel, Head of Development

Name:

Priyanka Hasija, Test Analyst

Test Analyst Priyanka's role is to test Geo products before they are released to the market. "I work closely with the team and we have same goal of the product working seamlessly across multiple browsers and devices. My job is to rigorously confirm whether or not the product is great. There's lots of aspects to it, and I go great lengths. It's challenging to keep up across all the different products, but I like to work in a challenging environment as it keeps my spirits high. Testing is all about understanding the customer and working on a product by sitting into their shoes. I feel happy and privileged to be part of this team, that is always willing to help each other and our customers. I am surrounded by people with high IQ/EQ working together on a common goal; to have the best product in the market."

"My job is to rigorously confirm whether or not the product is great."

Name:

Larry Widjaja, Head of Product and Design

As Head of Product and Design, Larry's role is to enable and drive the teams to focus on features, enhancements and experiences that help customers' day to day lives. "Our team brings it all together. We talk to customers, identify their problems and market opportunities, test the ideas quickly to the market, measure the result and learn. We lead with providing a great customer experience and drive the new features and product enhancement. The freedom to experiment with different ideas, to innovate and experiment outside of the box, where every idea is welcome is a real strength and one of our core values. Time spent on really understanding the problems we are solving, and ideation means that we can build a better product and delight our customers. I can see the difference that we're making."

"The freedom to experiment with different ideas, to innovate and experiment outside of the box, where every idea is welcome is a real strength."

Board

Roger Sharp

Non-Executive Chairman

For more than 30 years Roger has invested in, financed and run growth companies across several continents. Roger's technology investment firm North Ridge Partners has invested and participated in or led numerous technology turnarounds, including Software of Excellence, Tru-Test Corporation, travel.com.au, Asia Pacific Digital and Geo. Roger is currently Chairman of Webjet and North Ridge Partners, and is Deputy Chair of Tourism New Zealand. Prior to this he was Global Head of Technology for ABN AMRO Bank in London and CEO of ABN AMRO Asia in Hong Kong. Roger lives in Queenstown.

Rod Snodgrass

Independent Non-Executive Director

Rod has extensive experience in strategy, innovation, digital growth and disruption. He was previously the Chief Customer Officer of Vector and prior to that was a member of the Spark leadership team for 10 years, holding senior positions including CEO of Spark Ventures, Chief Product Officer and Chief Strategy Officer.

Rod is also a Non-Executive Director of Metlifecare, JUCY Group, SMX and Chapter2. He is also a founder of strategy consultancy The Exponential Agency, holds a BCA from Victoria University, an Executive Management Diploma from Darden Business School, and is a Chartered Accountant and Member of the New Zealand Institute of Directors.

Shailesh (Sal) Manga

Independent Non-Executive Director

Sal's background includes senior leadership roles in global and New Zealand companies over the past 13 years. His broad consulting experience with the world's most well-known technology brands has given a unique and informed perspective on Innovation and Product Design, particularly with his last role involving leading a global team of 400 in Innovation and Product Design consulting.

Sal sits on the Board of Optimal Workshop of which he is one of the owners. As well as governance, he focuses on working with Product Managers and the Customer Research team to help ensure that products have strong customer centric roadmaps that drive commercial success.

Management

Kylie O'Reilly

Chief Executive Officer

Kylie has a proven management track record with more than 20 years' experience in guiding technology and media companies through rapid and continuous growth.

Previously the Managing Director of AAP's Agency Enterprise businesses for 11 years, she has served as Chairperson of All Together Now, is on the Advisory Working Committee for Squash Australia and a Telstra Women in Business Awards judge. She holds an MBA from UTS Business School and is a graduate of AICD.

Rochelle Lewis

Chief Financial Officer

Rochelle has 18 years of experience in finance and accounting. Previous roles include Financial Controller at technology company Mandoe and investment firm Ellerston Capital. Rochelle is a Chartered Accountant and holds a Bachelor of Commerce degree. She started her career at PricewaterhouseCoopers.

2019 Financial Report

Directors' Responsibility Statement

The Directors of Geo Limited (the "Company") are pleased to present to shareholders the financial statements for Geo Limited and its subsidiaries ("Geo" or "the Group") for the year ended 30 June 2019.

The Directors are responsible for presenting financial statements in accordance with New Zealand law and generally accepted accounting practice, which presented fairly in all material respects the financial position of the Group as at 30 June 2019 and the results of its operations and cash flows for the year ended on that date.

The financial statements of the Group have been prepared using accounting policies which have been consistently applied and supported by reasonable judgements and estimates and that all relevant financial reporting standards have been followed.

The Directors believe that proper accounting records have been kept which enable with reasonable accuracy, the determination of the financial position of the Group and facilitate compliance of the financial statements with the Companies Act 1993, NZX Listing Rules, Financial Reporting Act 2013 and Financial Markets Conduct Act 2013.

The Directors ensure that they have taken adequate steps to safeguard the assets of the Group, and to prevent and detect fraud and other irregularities. Internal control procedures are also considered to be sufficient to provide a reasonable assurance as to the integrity and reliability of the financial statements.

The Financial Statements are signed on behalf of the Board on 25 September 2019 by:

Roger Sharp
CHAIR

Rod Snodgrass
CHAIR OF AUDIT AND RISK COMMITTEE

25 September 2019

Consolidated Statement of Profit or Loss and Other Comprehensive Income

FOR THE YEAR ENDED 30 JUNE 2019

(Stated in New Zealand Dollars)	Note	2019 $'000	2018 $'000
Revenue			
Revenue from contracts with customers	3(a)	4,975	4,210
Other revenue	3(b)	620	951
Total Revenue		5,595	5,161
Expenses			
Research and development		(2,011)	(2,214)
Sales and marketing		(1,847)	(1,832)
General operating and administration		(3,105)	(3,125)
ASX Listing Costs		–	(572)
Write down of intangible assets[1]		(3,191)	(4,971)
Depreciation and amortisation		(936)	(1,134)
Total Expenses	3(c)	(11,090)	(13,848)
(Loss) from operations before tax		(5,495)	(8,687)
Income Tax benefit	4(a)	–	–
Net (loss) from operations for the year	13	(5,495)	(8,687)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Gain on translation of foreign operations		177	193
Total comprehensive loss for the year, net of tax attributable to shareholders		**(5,318)**	**(8,494)**
Earnings per share			
Basic and diluted (loss) per share (cents)	14	(6.98)	(21.58)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

1. FY19 includes $3.2 million non-cash impairment write down of intangibles for Geo for Sales. FY18 includes $5.0 million non-cash impairment write down of intangibles for Geo for Sales.

Consolidated Statement of Changes in Equity

FOR THE YEAR ENDED 30 JUNE 2019

(Stated in New Zealand Dollars)	Note	Share Capital $'000	Share-Based Payments Reserve $'000	Foreign Currency Translation Reserve $'000	Accumulated Losses $'000	Total Equity $'000
Balance at 1 July 2017		25,978	81	153	(16,786)	9,426
Loss for the year		–	–	–	(8,687)	(8,687)
Currency translation movements		–	–	193	–	193
Total Comprehensive Income/ (Loss)		**–**	**–**	**193**	**(8,687)**	**(8,494)**
Transactions with Owners						
Issue of shares	12	2,741	(553)	–	–	2,188
Share-based payment expense	21	–	556	–	–	556
Balance at 30 June 2018		**28,719**	**84**	**346**	**(25,473)**	**3,676**
Loss for the year		–	–	–	(5,495)	(5,495)
Currency translation movements		–	–	177	–	177
Total Comprehensive Income/ (Loss)		–	–	177	(5,495)	(5,318)
Transactions with Owners						
Issue of shares	12	4,089	(122)	–	–	3,967
Share-based payment expense	21	–	101	–	–	101
Balance at 30 June 2019		**32,808**	**63**	**523**	**(30,968)**	**2,426**

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position

FOR THE YEAR ENDED 30 JUNE 2019

(Stated in New Zealand Dollars)	Note	2019 $'000	2018 $'000
Current assets			
Cash and cash equivalents	5	1,024	1,995
Trade and other receivables	6	1,115	1,297
Related party loans	15(b)	–	194
Total current assets		2,139	3,486
Non-current assets			
Property, plant and equipment	7	37	86
Intangible assets	8	1,689	4,720
Other assets	6	58	31
Total non-current assets		1,784	4,837
Total assets		**3,923**	**8,323**
Current liabilities			
Trade and other payables	10	1,485	1,642
Convertible note	11	–	1,466
Related party loans	15(c)	–	1,528
Total current liabilities		1,485	4,636
Non-current liability			
Provision for long service leave		12	11
Total non-current liabilities		12	11
Total liabilities		**1,497**	**4,647**
Net assets		**2,426**	**3,676**
Equity			
Share capital	12	32,808	28,719
Share-based payments reserve	21	63	84
Accumulated losses	13	(30,968)	(25,473)
Foreign currency translation reserve		523	346
Total equity		**2,426**	**3,676**

Signed on behalf of the Board on 25 September 2019 by:

Roger Sharp
CHAIR

Rod Snodgrass
CHAIR OF AUDIT AND RISK COMMITTEE

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

FOR THE YEAR ENDED 30 JUNE 2019

(Stated in New Zealand Dollars)	Note	2019 $'000	2018 $'000
Cash flows from operating activities			
Cash was provided from (applied to):			
Receipts from customers		5,178	4,398
Grants received		659	794
Interest received		38	7
Payments to suppliers and employees		(6,823)	(7,383)
Net cash (outflow) from operating activities	19	(948)	(2,184)
Cash flows from investing activities			
Cash was provided from (applied to):			
Bonds (purchased)/matured		(27)	69
Purchase of property, plant and equipment	7	(35)	(38)
Capitalised development costs	8	(1,100)	(566)
Capitalised trademark costs and other intangibles	8	(37)	(36)
Related party loans received	15(b)	194	200
Net cash (outflow) from investing activities		(1,005)	(371)
Cash flows from financing activities			
Cash was provided from (applied to):			
Repayment of related party lending	15(c)	(551)	–
Related party loans received	15	–	1,500
Capital raising costs		(101)	(214)
Issue of ordinary shares	12(iii)	1,634	2,400
Net cash inflow from financing activities		982	3,686
Net (decrease)/increase in cash held		(971)	1,131
Add cash and cash equivalents at start of the period		1,995	864
Balance at end of the year		**1,024**	**1,995**
Comprised of:			
Cash and cash equivalents	5	**1,024**	**1,995**

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2019

1. CORPORATE ENTITY

Reporting Entity and Statutory Base

Geo Limited (the "Company") and its subsidiaries ("Geo" or "the Group") is a for-profit entity incorporated and domiciled in New Zealand, registered under the Companies Act 1993. The Company's shares publicly trade on the NZX Main Board.

The registered office of the Company is located on level 21, ANZ Centre, 171 Featherston Street, Wellington, New Zealand.

The financial statements represented are those for Geo Limited and its subsidiaries ("the Group"). The Company is a FMC reporting entity for the purpose of the Financial Markets Conduct Act 2013 and the Financial Reporting Act 2013.

The financial statements of the Group for the year ended 30 June 2019 were authorised for issue in accordance with a resolution of the Directors on 25 September 2019.

The principal activity of the Group is the development and commercial deployment of cloud-based mobile workforce productivity technologies.

2. BASIS OF ACCOUNTING

Basis of Preparation

The consolidated financial statements of the Group are prepared in accordance with New Zealand Generally Accepted Accounting Practice ("NZ GAAP") and comply with the New Zealand equivalents to International Financial Reporting Standards ("NZ IFRS") as appropriate for profit-orientated entities. The financial statements comply with International Financial Reporting Standards ("IFRS").

Other than where described below, or in the notes, the financial statements have been prepared using the historical cost convention. Cost is based on the fair values of the consideration given in exchange for assets.

Accounting policies are selected and applied in a manner that ensures that the resulting financial information satisfies the concepts of relevance and reliability, thereby ensuring that the substance of the underlying transactions or other events is reported.

The financial statements are presented in New Zealand dollars and all values are rounded to the nearest thousand ($'000), except as otherwise indicated.

Going Concern

The financial statements have been prepared using the going concern assumption.

For the year to 30 June 2019, subscription revenue was $4,907,000 (2018: $4,037,000), 21.6% higher than the year to 30 June 2018. During the year management focussed on increasing organic revenue growth in an economically sustainable manner through a mixture of winning new customers and increasing average revenue per user ("ARPU"). Geo is also seeking to grow its business through further investment in the development of its software (see note 8).

As at 30 June 2019 the Group was in a net asset position of $2,426,000 (2018: $3,676,000). The decrease in the net asset position reflected a $3,191,000 non-cash write down in the value of the Geo for Sales intangibles (2018: $4,971,000).

Net current assets/(liabilities) at the end of the period was $654,000 (2018: ($1,150,000)) as the convertible notes were converted into ordinary shares on 9 July 2018.

The Company remains in the development phase of its operations, recording a net loss before tax of $5,495,000 for the year ended 30 June 2019. The loss includes $3,191,000 non-cash write down in the value of the Geo for Sales intangibles. (2018: $8,687,000 including $4,971,000 non-cash write down in the value of the Geo for Sales business). Excluding the non-cash write down for both years, the loss has reduced by 38%.

The net cash outflow from operations for the year was $948,000 (2018: $2,184,000). Capitalised development costs were $1,100,000 (2018: $566,000), the increase is attributable to additional research and development activities undertaken in the financial year ending 30 June 2019 in order to release the company's new Geo product.

On 23 August 2019 Geo entered a convertible note agreement to obtain additional funding of $1,500,000 (up to $2,000,000 by agreement) via a convertible note (Note 22). The Directors consider that the group has enough cash on hand combined with cash flows from operations and the convertible note facility to enable the Group to continue operating for the foreseeable future, which is not less than 12 months from the date these financial statements are approved for issue.

2. BASIS OF ACCOUNTING CONTINUED

Whilst the Directors are taking a number of actions in respect of development of Geo's business as reflected in the improvement in subscription revenue and focused investment in capital development, in the short term, there are uncertainties in meeting the forecasted financial performance due to market conditions. In addition to this, the going concern assumption is also dependent on raising sufficient cash through the issuance of convertible notes. The uncertainty of meeting forecasted financial performance and dependency on future fund raising creates a material uncertainty that may cast significant doubt on Geo's ability to continue as a going concern, and therefore that Geo may be unable to realise its assets and discharge its liabilities in the normal course of business. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets amounts, nor to the amounts and classification of liabilities that may be necessary should Geo be unable to continue as a going concern.

Notwithstanding the uncertainty to meet forecasted financial performance and dependency on raising further funding the Directors are confident that Geo remains a going concern and are confident of being able to meet forecasted financial performance and raise further funding from the issuance of convertible note from its significant shareholder, North Ridge Partners Pty Limited. Accordingly, the Directors believe the going concern assumption is valid and have reached this conclusion having regard to the circumstances which they consider likely to affect Geo during the period of one year from the date these financial statements are approved.

Critical Judgements in Applying Accounting Policies

In the application of NZ IFRS, management is required to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the estimates. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Key Sources of Estimation Uncertainty and Key Judgements

Judgements made by management in the application of NZ IFRS that have significant effects on the financial statements and estimates with a significant risk of material adjustments in the next year are disclosed, where applicable, in the relevant notes to the financial statements.

The significant judgements, estimates and assumptions made by management in the preparation of these financial statements are outlined below:

- The application of the going concern assumption (page 28. Note 2.).
- Capitalised development costs – Determining whether the intangible assets to which the development expenditure relate meet the criteria for capitalisation. Judgement is required to ensure that costs capitalised as intangible assets meet each of the six criteria set out in Note 8 "Intangible Assets". This includes assessment of whether the software will generate future economic benefits given the Group is currently loss-making. Further, judgement is required each period to determine whether there are any indications that the development assets may be impaired.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be relevant under the circumstances.

Significant Accounting Policies

Significant accounting policies applied in the preparation of the consolidated financial statements are included in the notes to which they relate.

Significant accounting policies that do not relate to a specific note are outlined below.

These policies have been consistently applied unless otherwise stated.

Basis of Consolidation

The consolidated financial statements prepared are issued in the name of the legal entity and parent, Geo Limited (the "Parent"). The consolidated financial statements incorporate the financial statements of the Parent and entities controlled by the Parent. Control is achieved when the Parent:

- has power over the investee;
- is exposed, or has the rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

Subsidiaries are fully consolidated from the date on which the Parent obtains control over subsidiaries and are de-consolidated from the date that control ceases. Inter-company transactions, balances and unrealised gains and losses on transactions between Group companies are eliminated. Accounting policies of subsidiaries are consistent with the policies adopted by the Group.

2. BASIS OF ACCOUNTING CONTINUED

Financial Instruments

Financial assets and financial liabilities are recognised on the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit or loss and other comprehensive income.

Financial assets

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instrument that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of debt instrument and of allocating interest income over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial assets. If, in the subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

2. BASIS OF ACCOUNTING CONTINUED

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in consolidated statement of profit or loss and other comprehensive income.

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not designated at FVTPL are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

The carrying amount and fair value of each financial assets and financial liabilities are disclosed in Note 20(f).

Foreign exchange translation reserve

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. New Zealand dollars) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Exchange differences previously accumulated in the foreign currency translation reserve (in respect of translating the net assets of foreign operations) are reclassified to profit or loss on the disposal of the foreign operation.

Foreign operations

The results and financial position of all foreign operations that have a functional currency different from New Zealand Dollars are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses of the statement of profit or loss and other comprehensive income are translated at average exchange rates for the period; and
- all resulting exchange differences are recognised as other comprehensive income and accumulated in the foreign currency translation reserve.

Consolidated Statement of Cash Flows

For the purpose of the consolidated cash flow statement, cash and cash equivalents includes cash on hand and in banks and investments in money market instruments net of outstanding bank overdrafts.

The consolidated cash flow statement is prepared exclusive of GST, which is consistent with the method used in the consolidated statement of profit or loss and other comprehensive income.

Definition of terms used in the consolidated cash flow statement:

- Operating activities include all transactions and other events that are not investing or financing activities.
- Investing activities are those activities relating to the acquisition and disposal of current and non-current investments and any other non-current assets.
- Financing activities are those activities relating to changes in the equity and debt capital structure of the Group and those activities relating to the cost of servicing the Group's equity.

2. BASIS OF ACCOUNTING CONTINUED

Adoption of New or Revised Standards and Interpretations

The group has adopted all new mandatory standards and the amended standards and interpretations.

The impact of the adoption of these new standards is disclosed below:

NZ IFRS 9: Financial Instruments *(effective for accounting periods beginning on or after 1 January 2018).*
NZ IFRS 9 replaces NZ IAS 39 Financial Instruments: Recognition and Measurement. It bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment, and hedge accounting. The adoption of NZ IFRS 9 from 1 July 2018 resulted in changes in accounting policies in the Group's financial statements, however compliance with the standard has not had any material impact on the financial position and financial performance in the current or prior year. The Group has adopted NZ IFRS 9 using the modified retrospective approach, therefore comparative information has not been restated.

Classification and measurement

NZ IFRS 9 largely retains the existing requirements in NZ IAS 39 for the classification and measurement of financial liabilities. However, it eliminates the previous NZ IAS 39 categories of financial assets of held-to-maturity, loans and receivables, and available for sale. Under NZ IFRS 9, on initial recognition, a financial asset is classified and measured at amortised cost, fair value through other comprehensive income-debt investment, fair value through other comprehensive income-equity investment, or fair value through profit or loss.

As at 30 June 2019, the Group classified its financial assets and financial liabilities as being measured at amortised cost. There was no change in terms of classification as a result of the adoption of NZ IFRS 9.

New impairment model

For financial assets, NZ IFRS 9 replaces the 'incurred loss' model in NZ IAS 39 with an 'expected credit loss' (ECL) model. Additional information on the recognition of impairment losses under NZ IFRS 9 is included in trade and other receivables (Note 6).

The adoption of ECL requirements of NZ IFRS 9 has had no significant impact on the impairment allowances of Geo's trade receivable.

Hedge accounting

Under NZ IAS 39, all gains and losses from cash flows arising from hedging relationships were eligible to be subsequently reclassified to profit or loss. However, under NZ IFRS 9, gains and losses arising on cash flow hedges of forecast purchases of non-financial assets need to be incorporated into the initial carrying amounts of the non-financial assets. This change only applies prospectively from the date of initial application of NZ IFRS 9.

There is no impact of this change on the financial statements for the Group as Geo does not have any hedge activities.

Process and policy

To assess the impact of NZ IFRS 9 on the Group, the Group has applied the "simplified approach". Geo's trade receivables and contract assets do not contain any significant financing component under NZ IFRS 15 and as such will always use the lifetime ECL model; adjusted to reflect future economic conditions to calculate the impairment for trade receivables.

In applying the "simplified approach", the Group has used a provision matrix using the following steps to determine the loss rates.

Provision Matrix Steps	Key Judgements	Outcome
Step 1 – Determine the appropriate grouping of receivables into categories of shared credit risk characteristics.	Determine the appropriate grouping of receivables	Management determined the grouping of receivables to be by product, Geo and Geo for Sales.
Step 2 – Determine the period over which historical loss rates are obtained to develop estimates of expected future loss rates.	Determine the period to collect reliable historical data	Reliable historical data on trade receivables for a period of 3 years was compiled to work out the trend and assess the loss rates.
Step 3 – Determine the historical loss rates.	No major judgement required, other than reviewing the historical loss rates	Historical loss rate was computed using observable data for a period of 3 years, categorising into the aging groups and the total credit losses relating to those sales categorised into product groups.

2. BASIS OF ACCOUNTING CONTINUED

Provision Matrix Steps	Key Judgements	Outcome
Step 4 – Consider forward looking macro-economic factors and adjust historical loss rates to reflect relevant future economic conditions.	Judgement required in accessing the trade receivable profile and considering macro-economic factors such as: • Economic output • Unemployment • Inflation • Savings and investments • Diversity of customers • Organisational restructure and resourcing	Management considered the macro-economic factors that could affect the credit risk of the customers e.g. diverse range of customers, geographical location, organisation restructure; and made adjustment to the expected credit loss rate determined in Step 3.
Step 5 – Calculate the expected credit losses.	No major judgement required after Step 4	The expected credit loss of trade receivables is determined by multiplying the expected credit loss rate determined in Step 4 to the gross receivable balance at each age-band of receivable in each product category.

NZ IFRS 15: Revenue from Contracts with Customers *(effective for accounting periods beginning on or after 1 January 2018).*
NZ IFRS 15 replaces NZ IAS 18: Revenue and related interpretations and applies to all revenue arising from contracts with customers. The Group adopted NZ IFRS 15 from 1 July 2018.

NZ IFRS 15 established a comprehensive framework for determining whether, how much and when revenue is recognised, and also contains new requirements related to presentation. The core principle of this new standard is that revenue should be recognised dependent on the transfer of promised goods or services to the customer for an amount that reflects the consideration which should be received in exchange for those goods or services.

Under NZ IFRS 15 the incremental costs of obtaining a contract and costs directly related to fulfilling a contract are capitalised where these costs are expected to be recovered. The costs are amortised over a period consistent with the estimated pattern of revenue recognition.

NZ IFRS 15 uses the terms "contract liability" to describe what might more commonly be known as 'deferred revenue', however the Standard does not prohibit an entity from using alternative descriptions in the consolidated statement of financial position. The Group has adopted the terminology used in NZ IFRS 15 to describe such balances. The term deferred revenue is used in respect of the government grant balances that are disclosed in Note 10 and are not within the scope of NZ IFRS 15.

The Group has adopted NZ IFRS 15 using the modified retrospective approach. The cumulative effect of initially applying NZ IFRS 15 is recognised at the date of initial application, 1 July 2018 as an adjustment to the opening balance of retained earnings. Therefore, the comparative information has not been restated and continues to be reported under NZ IAS 18 and related Interpretations. There was no adjustment made to the financial statements as the adoption of NZ IFRS 15 has had no material impact on the financials for the Group.

Process and policy

Revenue recognition

To assess the impact of NZ IFRS 15 on the Group, contracts within each segment were aggregated to create portfolios of contracts. An individual contract from each portfolio was selected as being representative of each unique contract type.

For each contract type, the five-step method was applied to assess the impact on revenue recognition. The five-step method for recognising revenue from contracts with customers involves consideration of the following:

1. Identifying the contract with the customer
2. Identify the performance obligations in the contract
3. Determining the transaction price
4. Allocate the transaction price to performance obligations
5. Recognise revenue when each performance obligation is satisfied

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2019

2. BASIS OF ACCOUNTING CONTINUED

Revenue Type	Description	Outcome	Timing of revenue recognition
Subscription Revenue	Cloud-based mobile workforce productivity platform licence and support	Providing a software licence is a distinct performance obligation.	**Over time** Revenue for platform access is recognised over time based on percentage of completion and on the input of service period basis as benefits are simultaneously received and consumed.
Training	Training services	Training services are a distinct performance obligation.	**Over time** Revenue for training services is recognised over time based on percentage of completion on the input of service period basis as benefits are simultaneously received and consumed.
Implementation fee	Tailored technical integration services	These services are a distinct performance obligation as they are not dependent or interrelated to other performance obligation in the contract.	**Over time** Revenue for implementation services is recognised over time based on percentage of completion on the input of service period basis as benefits are simultaneously received and consumed.

The transaction price is allocated to each revenue type on a relative stand-alone selling price basis.

The stand-alone selling price is estimated on the basis of the retail price. Discounts are not considered as they are only given in rare circumstances.

Incremental costs

The Group identified commission costs as an incremental cost of obtaining revenue contracts. These costs were expensed as incurred prior to the adoption of NZ IFRS 15 and are now capitalised.

To assess the impact of NZ IFRS 15, all commission costs in respect of Geo and Geo for Sale were analysed.

1. Recognised the incremental costs of obtaining a contract as an expense when incurred for all annual contracts as the amortisation period of the asset that Geo otherwise would have recognised is one year or less.
2. All commission costs related to monthly contracts were analysed further to compute the impact by capitalising the costs as intangibles and amortising over the average period of the benefit associated with the costs. The average period of 4 years was determined appropriate by management with reference to estimated customer lifespans and useful lives of the software to which the commissions relate. The cumulative effect of the transition to NZ IFRS 15 on the opening retained earnings for the Group was not material.

Accounting policies have been amended to ensure that the five-step method, as defined in NZ IFRS 15, is applied consistently to revenue recognition processes across the Group.

Following a review of the Group's portfolio of contracts and commission costs, management concluded that the implementation of NZ IFRS 15 has had no significant impact on the revenue recognition policy and transition adjustment in respect of commission costs for the Group.

Standards issued and not yet effective and not early adopted relevant to the Group

The XRB has issued NZ IFRS 16: Leases effective for Geo for the year ended 30 June 2020. The group has not early adopted NZ IFRS 16 in preparing these financial statements.

NZ IFRS 16: Leases *(effective for accounting periods beginning on or after 1 January 2019)*
NZ IFRS 16: Leases replaces NZ IAS 17: Leases. It introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Under the standard a right-of-use asset is recognised, representing the lessee's right to use the underlying leased asset. A corresponding lease liability is recognised, representing the obligation to make lease payments.

Right-of-use assets are measured at inception comprising the following:

- The amount of initial measurement of lease liability
- Any lease payments made at or before the commencement date, less any lease incentives received
- Any initial direct costs and restoration costs

2. BASIS OF ACCOUNTING CONTINUED

Under the new standard Geo will need to recognise certain property leases as right-of-use assets and lease liabilities. At lease inception the lease liability is measured at the present value of the remaining lease payments, discounted at Geo's incremental borrowing rate. The unwind of the discount applied on recognition of a lease liability is recognised as interest expense in the Consolidated statement of profit or loss and other comprehensive income using the effective interest method.

NZ IFRS 16 is effective for Geo for the year ended 30 June 2020 with early adoption permitted. The Group intends to adopt NZ IFRS 16 on 1 July 2019 using the modified retrospective method.

As at 30 June 2019, the Group has one current lease remaining (refer to Note 16). The Sydney office lease was signed on 1 June 2019 and will be accounted prospectively under NZ IFRS 16 in the year ended 30 June 2020.

During the year ended 30 June 2019, Geo has performed an impact assessment of NZ IFRS 16. In summary, the impact of NZ IFRS 16 adoption is expected to be as follows:

Impact on the consolidated statement of financial position as at 30 June 2019	$'000
Assets	
Increase in property, plant and equipment	415
Total increase in assets	**415**
Liabilities	
Increase in short-term liabilities	115
Increase in long-term liabilities	298
Total increase in liabilities	**413**
Total increase in equity	**2**

3. REVENUE

a. Revenue from contracts with customers

	2019 $'000	2018 $'000
Subscription revenue (i)	4,907	4,037
Training (ii)	–	12
Implementation fee (ii)	68	161
	4,975	**4,210**

Accounting policy

i. Subscription revenue for most customers is billed on a monthly or annual basis and paid in advance by customers with the exception of Geo for Sales customers who are invoiced monthly in arrears. Revenue is recognised over the period in which the performance obligation is met. Consideration received prior to the service being rendered is deferred and recognised in the Consolidated Statement of Financial Position as revenue received in advance and included within trade and other payables. Revenue for which services have been rendered but invoices have not been issued is recognised within the Consolidated Statement of Financial Position as accrued income and included within trade and other receivables.

ii. Training and implementation fees are recognised as revenue over time or based on the percentage of completion of the related services.

The Group has assessed that the disaggregation of revenue by operating segment is appropriate and has disclosed revenue by segment/product in the segmentation report in Note 18.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2019

3. REVENUE CONTINUED

b. Other revenue

	2019 $'000	2018 $'000
Government grants (i)	581	922
Interest revenue (ii)	39	7
Amortisation of Director's loan	–	22
	620	**951**

Accounting policy

i. Government Grants are recognised in the period the expense is incurred at their fair value when it is highly probable that the grant will be received and that the Group will comply with all attached conditions. Government grants are from Callaghan Innovation, Australian research and development tax incentive and the Export Market Development Grants (EMDG). These grants relate to Group's research and development investment. Grant revenue recognised for the year 2019 is less than 2018 with increased deferral of grant revenue to later years to match the increased capitalisation of development costs.

ii. Interest revenue is accrued on a time basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

c. Expenses

	Note	2019 $'000	2018 $'000
Amortisation of intangible assets	8	903	1,096
Auditors' fees for audit of the financial statements		75	95
Auditors' other fees:			
Other assurance services		10	29
Taxation compliance services		34	33
Depreciation of property, plant and equipment	7	33	38
Employee benefits		3,015	3,195
Contractors		1,267	842
Superannuation		254	191
Share-based payments	21	101	556
Lease expenditure (i)		120	188
Net foreign exchange differences		381	74
ASX listing costs		–	572
Loss on disposal of assets		60	–
Bad debt expense		30	11
Write down of intangible assets	8	3,191	4,971
Other operating expenses		1,616	1,957
Total expenses		**11,090**	**13,848**

(i) Operating lease rentals relate to the Company's offices in Auckland, New Zealand and in Sydney and Melbourne, Australia during the year.

4. TAXATION

Accounting policy

Goods and Services Tax (GST)

All items in the consolidated statement of financial position are stated exclusive of GST, with the exception of receivables and payables, which include GST. All items in the consolidated statement of profit or loss and other comprehensive income are stated exclusive of GST.

Cash flows are included in the consolidated statement of cash flows on a net basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

Current Tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for current and prior periods is recognised as a liability (or asset) to the extent it is recoverable (or refundable).

Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax is based on the expected manner of realisation of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

a. Reconciliation of income tax expense to prima facie tax payable

	2019 $'000	2018 $'000
Loss before tax	(5,495)	(8,687)
Benefit at 28%	1,539	2,432
Non-deductible expenses	(930)	(1,654)
Future benefit of tax losses not recognised	(574)	(744)
Effect of different tax rates of subsidiaries operating in other jurisdictions	(35)	(34)
Income tax benefit	–	–

b. Deferred Tax Balances

The Group has an unrecognised deferred tax asset arising from tax losses of $3,834,000 measured at 28% (2018: $3,245,000). The carry forward of losses are subject to confirmation by the relevant tax authority.

5. CASH AND CASH EQUIVALENTS

Accounting policy

Cash and short-term deposits comprise cash on hand, demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

	2019 $'000	2018 $'000
Cash at bank	1,024	1,995

$527,000 (2018: $90,000) was held in Australian dollars, $81,000 (2018: $3,000) was held in USD with the balance of $416,000 (2018: $1,902,000) held in NZD.

Two bank guarantees over the lease premises are held by NAB totalling $38,322 (2018: $48,132). At 30 June 2019, $32,000 (2018: $32,000) direct debit facility was held in Australian dollars with NAB.

6. TRADE AND OTHER RECEIVABLES

Accounting policy

Trade and other receivables are measured at initial recognition at fair value, plus transaction costs (if any) and are subsequently measured at amortised cost using the effective interest rate method less impairment losses.

The Group has applied NZ IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected credit loss allowance for all trade receivables. In applying the 'simplified approach' the Group has used a provision matrix using the following steps to determine the expected credit loss rates.

1. Determine the appropriate grouping of receivables into categories of shared credit risks characteristics.
2. Determine the period over which historical loss rates are obtained to develop estimates of expected future loss rates.
3. Determine the historical loss rates.
4. Consider forward looking macro-economic factors and adjust historical loss rates to reflect relevant future economic conditions.
5. Calculate the expected credit losses.

The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the consolidated statement of profit or loss and other comprehensive income. When a receivable is uncollectible, it is written off against the allowance account for receivables. Subsequent recoveries of amounts previously written off are credited to the consolidated statement of profit or loss and other comprehensive income.

	2019 $'000	2018 $'000
Current assets		
Trade receivables	356	571
Allowance for expected credit losses	(29)	(19)
Grants receivable	599	533
Prepayments	172	207
Sundry debtors	17	5
	1,115	1,297
Non-current asset		
NZX and rental bond	58	31
	58	31

6. TRADE AND OTHER RECEIVABLES CONTINUED

Trade receivables relate to the monthly or annual subscriptions charged for Geo's service. These are on an average credit period of 30 days. In accepting a new customer, the Group assesses the customer's credit quality and reviews credit performance monthly. Trade receivable balance has reduced for the year ended 2019 compared to the year 2018 as Geo has streamlined their billing process and improved debt collection and engagement with their customers.

Grants receivable relate to the Callaghan Growth Grant Geo receives from Callaghan Innovation, Australian research and development tax incentive and the EMDG Grant. Grants are recognised when there is reasonable assurance that the grant will be received and that the Group will comply with all attached conditions.

a. Ageing profile of trade receivables:

	2019			2018		
	Gross $'000	Impairment $'000	Net $'000	Gross $'000	Impairment $'000	Net $'000
Not past due	266	7	259	402	–	402
Past due 1 – 30 days	9	–	9	141	–	141
Past due 31 – 60 days	29	1	28	9	–	9
Past due 61 – 90 days	26	1	25	9	9	–
Past due over 90 days	26	20	6	10	10	–
Total	**356**	**29**	**327**	**571**	**19**	**552**

As at 30 June 2019, $266,000 or 75% (2018: $402,000 or 70%) of trade receivables were not past due.

7. PROPERTY, PLANT AND EQUIPMENT

Accounting policy

All items of Property, Plant and Equipment are stated at historical cost less accumulated depreciation and accumulated impairment.

Depreciation on assets is charged on a straight-line basis to allocate the differences between their original cost and residual values over their estimated useful lives, as follows:

Category	Estimated useful life
Office Equipment	1 – 8 years
Computer Equipment	1 – 5 years
Fixtures and Fittings	4 – 15 years
Office Furniture	4 – 15 years

The assets' residual values and useful lives are reviewed and adjusted if appropriate at each balance date. If an asset's carrying amount is greater than its estimated recoverable amount, the carrying amount is immediately written down to its recoverable amount.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2019

7. PROPERTY, PLANT AND EQUIPMENT CONTINUED

	Office Equipment $'000	Computer Equipment $'000	Fixtures and Fittings $'000	Office Furniture $'000	Total $'000
At 1 July 2017					
Cost	38	178	25	49	290
Accumulated depreciation	(31)	(145)	(8)	(20)	(204)
Carrying amount at beginning of year	7	33	17	29	86
Year ended 30 June 2018					
Additions	1	34	3	–	38
Depreciation	(3)	(29)	(3)	(3)	(38)
Carrying amount at 30 June 2018	**5**	**38**	**17**	**26**	**86**
At 1 July 2018					
Cost	39	212	28	49	328
Accumulated depreciation	(34)	(174)	(11)	(23)	(242)
Carrying amount at end of year	5	38	17	26	86
Year ended 30 June 2019					
Additions	–	34	1	–	35
Disposal (net of accumulated depreciation)	(3)	(8)	(15)	(25)	(51)
Depreciation	(1)	(30)	(1)	(1)	(33)
Carrying amount at end of year	1	34	2	–	37
At 30 June 2019					
Cost	5	85	4	–	94
Accumulated depreciation	(4)	(51)	(2)	–	(57)
Carrying amount at 30 June 2019	**1**	**34**	**2**	**–**	**37**

8. INTANGIBLE ASSETS

Accounting policy

Costs that are directly associated with the development of software are recognised as internally-generated intangible assets where the following criteria are met:

- completing the intangible asset so that it will be available for use or sale is technically feasible;
- there is an intention to complete the intangible asset and use or sell it;
- there is an ability to use or sell the intangible asset;
- the intangible asset is expected to generate probable future economic benefits;
- there is available technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised as internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets and other intangibles are reported at cost less accumulated amortisation and accumulated impairment losses. With the exception of goodwill, the useful lives of the Group's intangible assets are assessed to be finite. The useful life of internally-generated and acquired intangible assets is as follows:

Category	Estimated useful life
Application Software	3 – 7 years
Trademarks	3 – 7 years
Other Intangibles	3 – 7 years
Website	2 – 3 years

Impairment consideration for trademarks, website and application software

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Group makes a formal estimate of the recoverable amount. Where the carrying value of the asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

The recoverable amount is the greater of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (cash-generating unit) is estimated to be less than the carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

Impairment consideration for goodwill

Goodwill represents the excess of purchase consideration over the fair value of net assets acquired in a business combination. Goodwill is allocated to cash-generating units (CGUs), which are the lowest level of assets for which separately identifiable cash flows can be attributed. Geo's goodwill in 2018 relates to the acquisition of Interface IT Pty Ltd. Interface IT Pty Ltd holds the Geo for Sales Intellectual Property.

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the recoverable amount is less than the cost of goodwill an impairment is required.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2019

8. INTANGIBLE ASSETS CONTINUED

	Trademarks $'000	Website $'000	Application Software $'000	Goodwill $'000	Other Intangibles $'000	Total $'000
At 1 July 2017						
Cost	28	19	7,056	4,668	–	11,771
Accumulated amortisation	–	(2)	(1,971)	–	–	(1,973)
Carrying amount at beginning of year	28	17	5,085	4,668	–	9,798
Year ended 30 June 2018						
Additions	34	2	566	–	–	602
Amortisation	–	(8)	(1,088)	–	–	(1,096)
Write down of intangible assets	–	–	(103)	(4,868)	–	(4,971)
Foreign currency translation reserve	–	–	187	200	–	387
Carrying amount at 30 June 2018	**62**	**11**	**4,647**	**–**	**–**	**4,720**
At 1 July 2018						
Cost	62	21	7,707	4,868	–	12,658
Accumulated amortisation	–	(10)	(3,060)	(4,868)	–	(7,938)
Carrying amount at end of year	62	11	4,647	–	–	4,720
Year ended 30 June 2019						
Additions	32	–	1,100	–	33	1,165
Disposal (net of accumulated amortisation)	–	(9)	–	–	–	(9)
Amortisation	–	(2)	(901)	–	–	(903)
Write down of intangible assets	–	–	(3,191)	–	–	(3,191)
Foreign currency translation	–	–	(97)	–	4	(93)
Carrying amount at end of year	94	–	1,558	–	37	1,689
At 30 June 2019						
Cost	94	2	8,638	–	37	8,771
Accumulated amortisation	–	(2)	(7,080)	–	–	(7,082)
Carrying amount at 30 June 2019	**94**	**–**	**1,558**	**–**	**37**	**1,689**

a. Application Software

The Application Software arises from capitalised development expenditure relating to the continued development of the Group's technology platform hosted in the cloud and mobile application software.

The Group has two CGUs : Geo and Geo for Sales. As at 30 June 2019, the Geo CGU and Geo for Sales CGU had carrying value of $1,558,000 (2018: $985,000) and $Nil (2018: $3,662,000) of Application Software respectively.

There was no impairment indicator for Geo CGU. Refer to Note 8(b) below for impairment review on Geo for Sales CGU.

8. INTANGIBLE ASSETS CONTINUED

b. Goodwill and Intangibles

In FY2017, on acquisition, Goodwill was allocated entirely to Geo for Sales CGU. Management conducted an impairment assessment on the goodwill and intangible assets in the Geo for Sales CGU.

The recoverable amount of Geo for Sales CGU was calculated on the basis of a value-in-use discounted cashflow model. Future cash flows were projected for five years, based on Board-approved forecast and business plans using the following key estimates:

Key estimates used for value-in-use calculations:

	2019	2018
Revenue growth rate	15% per annum	18% – 21% per annum
Pre-tax discount rate	14.8%	14.8%
Terminal growth rate	1%	1%

Management determined budgeted revenue growth rate based on both past experience and future expectation of the CGU performance. The discount rates used were pre-tax and reflected specific risks relating to the CGU. The terminal growth rate is determined based on the long-term anticipated growth rate of the business.

The Group performs an impairment assessment annually unless there is an internal or external indicator for impairment in which case an assessment is performed at an earlier point in time.

Geo performed an impairment assessment of Geo for Sales CGU at 31 December 2018, when there was an indication for impairment as Geo for Sales performance was significantly below budget/business plan.

At 31 December 2018, management had conducted a review of the market opportunity across the US and ANZ territories and determined that growth opportunities exists for the Geo for Sales business and that it remains a key part of the group. However, there was only limited proof points for future growth and hence management had written down the intangible assets for Geo for Sales to $Nil.

The impairment review valued the recoverable amount of the Geo for Sales CGU at $Nil (2018: $3,931,000). The Board determined that a further write down of $3,191,000 of Application Software to the Geo for Sales CGU (2018: Goodwill of $4,868,000 and Application software of $103,000 were written off).

Geo revisited the performance for Geo for Sales CGU at 30 June 2019 and concluded that no changes or reversals to the impairment was required.

During the year, no further costs for Geo for Sales were capitalised to Geo for Sales CGU.

c. Trademarks, website and other intangibles

As at 30 June 2019, the Geo CGU had a carrying value of $94,000 (2018: $62,000) of trademarks, $Nil (2018: $11,000) of website and $37,000 (2018: Nil) of other intangibles. There was no impairment indicator for Geo CGU.

9. SUBSIDIARIES

	Equity interest				
Subsidiary	**2019**	**2018**	**Balance Date**	**Country of Incorporation**	**Principal Activity**
Geo Workforce Solutions Pty Ltd (formerly Geo.tools Pty Ltd)	100%	100%	30 June	Australia	Sales Software supplier and Limited risk distributor
GeoOp Trustees Limited	100%	100%	30 June	New Zealand	Trustee Company
Geo for Sales Pty Ltd (formerly Interface IT Operations Ltd)	100%	100%	30 June	Australia	Sales Software supplier
Interface IT Pty Ltd	100%	100%	30 June	Australia	Holding Company
Interface IT Inc	100%	100%	30 June	United States	Sales Software supplier

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2019

10. TRADE AND OTHER PAYABLES

Accounting policy

Trade and Other Payables

Accounts payable are initially measured at fair value and subsequently measured at amortised cost using the effective interest rate method.

Employee Benefits

Provision is made for benefits accruing to employees in respect of wages and salaries, annual leave and long service leave when it is probable that settlement will be required and benefits are capable of being measured reliably.

Provisions made in respect of employee benefits expected to be settled within 12 months are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Provisions made in respect of employee benefits which are not expected to be settled within 12 months are measured at the present value of the estimated future cash outflows to be made by the Group in respect of services provided by employees up to reporting date and reported as a non-current liability.

	2019 $'000	2018 $'000
Trade and other payables	140	469
Accruals	547	548
Deferred revenue (Government grant)	296	148
Contract liability (Subscription revenue)	466	477
Current Portion – Long Service leave	36	–
Total Trade and Other Payables	**1,485**	**1,642**

The average credit period on trade and other payables represents an average of 30 days credit (2018: 30 days credit). The Group has financial risk policies in place to ensure that all payables are paid within payment terms.

Contract Liability

i. Revenue recognised in relation to carried-forward contract liability

The following table shows the amount of revenue recognised in the current reporting period that relates to carried forward contract liability balance at beginning of the period.

	2019 $'000	2018 $'000
Subscription revenue	477	358

ii. Revenue expected to be recognised in relation to unsatisfied performance obligations

The following table shows the revenue expected to be recognised in the future relating to performance obligations that were unsatisfied (or partially satisfied) at the balance sheet date.

Expected timing of recognition	2020 $'000	2019 $'000
As at 30 June 2019		
Subscription revenue	466	–
As at 30 June 2018		
Subscription revenue	–	477

11. CONVERTIBLE NOTE

Accounting policy

The convertible notes are recorded initially at fair value and subsequently measured at fair value through the profit and loss.

The movement in carrying value of the convertible note liability is as follows:

	Note	2019 $'000	2018 $'000
Opening Balance		1,466	3,000
Converted to Ordinary Shares	12(i)	(1,466)	(1,534)
Closing Balance		**–**	**1,466**

On 1 June 2016, 3,000,000 unlisted convertible notes of $1 each were issued as part consideration to the vendors on acquisition of Interface IT Pty Ltd. During the year ended 30 June 2017, 1,534,000 of these notes were converted to ordinary shares.

The notes were fully paid, having a 0% coupon and a two-year term at which time they were, at the option of the holder, to be repaid or converted to ordinary shares (at the 90-day volume weighted average price per share over the preceding 90 trading days). The notes were able to convert earlier, at the option of the holder, at the 90-day volume weighted average price per share over the preceding 90 trading days or, if Geo undertook a capital raise, at the capital raise price.

The remaining balance of 1,466,000 convertible notes were converted to 9,773,180 ordinary shares at the same price as the company's capital raise price of $0.15 on 9 July 2018.

12. SHARE CAPITAL

Accounting policy

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

	Note	Number of shares	$'000
Balance at 30 June 2017		74,950,084	25,978
Share issued from treasury stock	i	–	79
Cancellation of treasury stock		(292,830)	–
Deferred rights issue	ii	2,000,000	400
Share consolidation	iii	(38,328,530)	–
Issue of shares – related parties	iv	574,934	213
Issue of shares – related parties	v	547,069	178
Issue of shares – other parties	vi	229,638	50
Deferred shares issue under placement – other parties	vii	158,498	35
Issue of shares under rights issue – settlement under capital raising process as announced on 15 May 2018	viii	13,333,335	2,000
Transaction costs for the issue of new shares		–	(214)
Balance at 30 June 2018		53,172,198	28,719

12. SHARE CAPITAL CONTINUED

	Note	Number of shares	$'000
Movements during the year			
Issue of shares on conversion of convertible notes – related parties	i	9,773,180	1,466
Issue of shares on conversion of related party loans	ii	6,474,488	971
Issue of shares under right issue	iii	10,647,364	1,634
Issue of shares – related parties	iv	186,535	31
Issue of shares under placement – other parties	v	200,000	30
Deferred shares issue under placement – related parties	vi	297,619	50
Transaction costs for the issue of new shares		–	(131)
Issue of shares under placement	vii	256,849	38
Balance at 30 June 2019		81,008,233	32,808

2018

In the year to 30 June 2018, the Company issued equity as follows:

i. On 7 July 2017, the company issued shares to the Chief Technology Officer ($53,000) and the former Chief Financial Officer ($26,000) from treasury stock.

ii. The Company issued 2,000,000 ordinary shares at an issue price of $0.20 per share as deferred settlement under the capital raising process completed on 20th October 2016.

iii. On 19 July 2017 a consolidation of the Company's share capital on a 2-for-1 new share basis was undertaken.

iv. On 27 October 2017, 574,934 shares were issued in accordance with the agreement with the former CEO on long-term incentives.

v. On 31 January 2018, the Company issued 271,619 ordinary shares at an issue price of $0.44 and $0.28 to former CEO under placement for salary sacrifice. On 25 June 2018, 275,450 ordinary shares at an issue price of $0.28 per share were issued in respect of final satisfaction of the amounts due to the former CEO.

vi. On 19 February 2018, the Company issued 229,638 shares in lieu of payment for services provided.

vii. On 17 May 2018, the Company issued 158,498 shares to a former director, in lieu of accrued and unpaid director's fee.

viii. The Company issued 13,333,335 ordinary shares at an issue price of $0.15 per share under a placement. The shares were issued in two instalments of $600,000 on 18 May 2018 and $1,400,000 on 25 June 2018.

2019

All shares have been issued as fully paid and have no par value. During the year, the Company issued equity as follows:

i. On 9 July 2018, the company converted convertible notes to equity by issuing 9,773,180 ordinary shares at an issue price of $0.15 in settlement of convertible note liability of $1,466,000 (Note 11).

ii. On 9 July 2018, 6,474,488 shares were issued at a price of $0.15 to Wentworth Financial Pty Limited for settlement of the outstanding related party loan by $971,000 (Note 15(c)).

iii. On 9 July 2018, the Company issued 10,647,364 ordinary shares for $1,634,000. Shares were issued to both related and non-related parties.

  a. 9,429,918 shares were issued in a 1-for-4 entitlement offer at a price of $0.15 per share. Certain executive and non-executive directors purchased shares in the issue as follows:
    - 800,000 shares were issued to the CEO, Kylie O'Reilly. 500,000 of these shares were paid to Iper Pty Limited, a company in which Kylie O'Reilly is a director and shareholder.
    - 300,834 shares were issued to Ashelie Investments Pty Ltd, a company in which Rochelle Lewis, the Chief Financial Officer is a director and shareholder.
    - 270,750 shares were issued to The Backbone Trust, a trust in which Mark Rushworth, the director is a trustee.
    - 102,500 shares were issued to Ebbeck Holdings Pty Ltd, a company in which Tim Ebbeck, former director is a director and shareholder.
    - 7,955,834 shares were issued to non-related parties under capital raising process.

  b. 1,217,446 shares were issued from the shortfall facility at a price of $0.18 per share to non-related parties.

12. SHARE CAPITAL CONTINUED

iv. On 9 July 2018, the Company issued 186,535 shares to the CEO, Kylie O'Reilly, at $0.167 per share in lieu of 2018 salary remuneration.

v. On 9 July 2018, the Company issued 200,000 shares to Philip Hardie-Boys at $0.15 per share as payment for services rendered in relation to the company's rights issue.

vi. On 12 July 2018, the Company issued 297,619 shares at $0.168 per share in satisfaction of accrued and unpaid directors fees for year ended 30 June 2018 being 82,672 shares to Mark Rushworth and 214,947 shares to former director, Tim Ebbeck.

vii. On 22 March 2019, the Company issued 256,849 shares at $0.146 per share to two directors in satisfaction of accrued and unpaid directors fees being 171,233 shares to Mark Rushworth and 85,616 shares to Rod Snodgrass.

13. ACCUMULATED LOSSES

	2019 $'000	2018 $'000
Balance at the beginning of year	(25,473)	(16,786)
Net loss after tax for the year	(5,495)	(8,687)
Balance at the end of the year	(30,968)	(25,473)

14. EARNINGS PER SHARE

Accounting policy

The Group presents basic and diluted earnings per share ("EPS") data for its ordinary shares.

- Basic EPS is calculated by dividing the Group profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares on issue during the period.
- Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of shares on issue for the effects of any potential dilutive issue of ordinary shares.

	2019	2018
Net (loss) after tax for the period ($'000)	(5,495)	(8,687)
Weighted average number of ordinary shares outstanding	78,708,939	40,253,633
Basic and diluted (loss) per share (cents)	(6.98)	(21.58)

15. RELATED PARTY TRANSACTIONS

a. Remuneration

Directors

At reporting date, the Directors of Geo Limited (the "Company") controlled 32.26% (2018: 21.64%) of the voting shares in the Company.

i. Roger Sharp, Chair of the Company held 31.61% (2018: 21.64%) of the shares in the Company at balance date.
   a. Roger Sharp held 78% of the convertible notes (refer Note 11) amounting to $1,114,134. On 9 July 2018, the convertible Notes converted to equity at $0.15 per share;
   b. during the year, the Company paid North Ridge Partners (Pty) Ltd, a company of which Roger Sharp is a director and shareholder, $68,750 (2018: $68,750) for director and Chair fees in cash, and;
   c. $182,000 for consulting fees relating to time spent managing the Company's rights issue and placement (2018: $120,000).

ii. Mark Rushworth was appointed as an independent non-executive director on 01 February 2018. During the year Mr. Rushworth was paid $8,333 (2018: $7,000) for director's fees in cash and $39,000 (2018: $13,000) in shares, of which $14,000 was in lieu of director's fees for the year 2018 and $25,000 was in lieu of director's fees for the year 2019.

iii. Rod Snodgrass was appointed as an independent non-executive director on 15 October 2018. During the year Mr. Snodgrass was paid $4,167 for director's fees in cash and $12,500 in shares, in lieu of director's fees.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2019

15. RELATED PARTY TRANSACTIONS CONTINUED

iv. Shailesh Ishvar Manga was appointed as an independent non-executive director on 25 March 2019. During the year Mr. Manga was not paid any director's fees in cash or shares.

v. Tim Ebbeck resigned as a director of the Company on 13th November 2018. During the year Mr. Ebbeck was paid $18,000 (2018: $17,000) for director's fee for 2019 year in cash and $36,000 in shares (2018: $33,000), in lieu of director's fee for the year 2018.

Key Management Personnel

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly and include the Chief Executive Officer and the executive team.

The following table summarises remuneration earned by key management personnel and directors:

	2019 $'000	2018 $'000
Directors' fees – Cash	102	106
– Shares issued and accrued	101	81
CEO Incentive Scheme	–	213
Short-term employee benefits and contractors	648	971
Share-based payments expense	–	212
	851	1,583

b. Loans to Directors

	Interest paid/received		Balances outstanding	
	2019 $'000	2018 $'000	2019 $'000	2018 $'000
Opening Balance (Non-Executive Directors)	–	–	194	394
Less: Loan Repayment	–	–	(194)	(200)
Closing Balance	–	–	–	194

In 2013, Geo provided an interest-free loan facility to two Non-Executive Directors, Viv Brownrigg and Mark Weldon (who resigned on 16 March 2018 and 31 August 2016) that enabled them to each acquire 200,000 shares at $1.00 per share (for a total of 400,000 shares).

The loans were interest free and discounted back to the value at the time of issue at September 2013. Mark Weldon repaid the loan in its entirety on 12 November 2018. (2018: $200,000 repaid by Viv Brownrigg on 14 November 2017).

15. RELATED PARTY TRANSACTIONS CONTINUED

c. Related party loan payable

	Note	2019 $'000	2018 $'000
Opening Balance		1,528	–
Advance		–	1,500
Interest accrued		–	28
Loan Repayment – Cash		(551)	–
Loan Repayment – Conversion of convertible note to ordinary shares	12(ii)	(971)	–
Loan Repayment – Foreign currency loss		(6)	–
Closing Balance		–	1,528

On 12 December 2017, the Company entered into a facility agreement with Wentworth Financial Pty Ltd (a company of which Roger Sharp is a director and shareholder), of up to $1,500,000 with its major shareholder North Ridge Partners/ Wentworth Trust to fund the company's working capital requirement, pending a rights issue and/or placement in 2018.

The Interest on the loan was 5% annualised, calculated daily, until 1 June 2018 and then 15% afterward if not redeemed for cash or converted to equity, subject to a three-month extension if a capital raise was underway. Interest was capitalised into the loan balance.

In July 2018, the related party loan was fully settled in two instalments:

- $971,000 of the loan was repaid by issuing 6,474,488 shares at a price of $0.15 per share to Wentworth Financial Pty on 9 July 2018 during capital raising process.
- The balance of $551,000 was settled in cash on 10 July 2018 with $6,000 foreign currency loss.

16. COMMITMENTS FOR EXPENDITURE

Accounting policy

Commitments are future expenses and liabilities to be incurred on contracts entered into before balance date.

Cancellable commitments that have penalty or exit costs explicit in the agreement are reported at the minimum future payments, including the value of the penalty or exit cost. Commitments include:

- non-cancellable operating leases for property, which are measured as the future payments due under the lease contract; and
- other non-cancellable commitments for consulting contracts, which are measured as the future payments due under the contracts.

a. Capital Expenditure Commitments

As at 30 June 2019 there were no capital expenditure commitments (2018: $Nil).

b. Operating Lease Commitments

Non-cancellable operating lease commitments are as follows:

	2019 $'000	2018 $'000
Less than one year	112	122
After one year but not more than five years	359	36
	471	**158**

Operating lease commitments are for the Group's premises in Sydney, Australia. The Sydney premises lease has a term of four years with a termination date of 31 May 2023.

17. CONTINGENT ASSETS AND CONTINGENT LIABILITIES

Accounting policy

Contingent assets and contingent liabilities are disclosed at the point at which the contingency is evident.

Contingent assets are disclosed if it is probable that the benefits will be realised. Contingent liabilities are disclosed if the possibility that they will crystallise is not remote.

During the year, the Group has received a legal claim against Geo for Sales Pty Ltd by a former employee relating to termination payment. The value of this claim is not quantifiable at this time.

There were no other material contingent assets or contingent liabilities at 30 June 2019 (2018: $Nil).

18. SEGMENTAL REPORTING

Accounting policy

The accounting policies of the reportable segments are the same as the Group's accounting policy described. Segment profit represents the profit before tax earned by each segment without allocation of general and administration costs, director costs, capital raising costs, interest income, amortisation and depreciation. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and assessment of segment performance.

Identification of reportable segments

Information reported to the chief operating decision makers for the purposes of resource allocation and assessment of segment performance focuses on the type of product delivered. The directors of the company have chosen to organise the Group around differences in products and services. No operating segments have been aggregated in arriving at the reportable segments of the Group.

For both the year ended 30 June 2019 and 30 June 2018 financial information about geographical areas is not available and the cost to develop it has been deemed to be excessive.

Types of services provided

The Group has identified two main products being Geo for Sales and Geo.

Geo is a mobile workforce management and costing solution that helps users create, schedule and assign jobs to field workers in real time. On site, workers can generate quotes, record job details and attach photos, signatures and files immediately. Once the jobs have been completed, workers can send invoices and organise fast payment. All customer records are available anywhere, at any time.

Geo for Sales is a field sales management solution, it was introduced to Geo's product suite in 2016 through the acquisition of Interface IT. It allows managers to allocate selling regions to staff, provides detailed geographic and demographic information and monitor sales performance in real time.

18. SEGMENTAL REPORTING CONTINUED

Segment revenues and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable segment.

	Geo $'000	Geo for Sales $'000	Total $'000
Year ended 30 June 2019			
Revenue from contracts with customers	3,556	1,419	4,975
Total segment revenue	**3,556**	**1,419**	**4,975**
Hosting and infrastructure costs	(629)	(259)	(888)
Sales and marketing	(443)	(23)	(466)
Staffing	(2,347)	(1,107)	(3,454)
Internal Software	(55)	(7)	(62)
Write down of intangible assets	–	(3,191)	(3,191)
Total segment expenses	**(3,474)**	**(4,587)**	**(8,061)**
Segment earnings	**82**	**(3,168)**	**(3,086)**

	Geo $'000	Geo for Sales $'000	Total $'000
Year ended 30 June 2018			
Revenue from contracts with customers	2,623	1,587	4,210
Total segment revenue	**2,623**	**1,587**	**4,210**
Hosting and infrastructure costs	(456)	(367)	(823)
Sales and marketing	(298)	(192)	(490)
Staffing	(2,180)	(1,196)	(3,376)
Internal Software	(50)	(7)	(57)
Write down of intangible assets	–	(4,971)	(4,971)
Total segment expenses	**(2,984)**	**(6,733)**	**(9,717)**
Segment earnings	**(361)**	**(5,146)**	**(5,507)**

Segment revenue reported above represents revenue generated from external customers. There were no intersegment sales in the current year (2018: $Nil).

18. SEGMENTAL REPORTING CONTINUED

Reconciliation of segment earnings to statement of comprehensive income:

	2019 $'000	2018 $'000
Segment earnings	(3,086)	(5,507)
Add: Other revenue	620	951
Less: General operating and administration	(2,093)	(2,425)
Less: Amortisation of intangible assets	(903)	(1,096)
Less: Depreciation of property, plant and equipment	(33)	(38)
Less: ASX listing costs	–	(572)
Net loss before tax	**(5,495)**	**(8,687)**

Segment assets and liabilities

The segment asset and liabilities are assessed by the chief operating decision makers at a group level for both the year ended 30 June 2019 and 30 June 2018.

Information about major customers

None of the customers contributed 10% or more to the Group's revenue in either 2019 or 2018.

19. RECONCILIATION OF NET LOSS WITH CASH FLOWS FROM OPERATING ACTIVITIES

	2019 $'000	2018 $'000
Net loss from operations for the year	(5,495)	(8,687)
Adjustments for non-cash items:		
Amortisation of intangible assets	903	1,096
Depreciation of property, plant and equipment	33	38
Write down of intangible asset	3,191	4,971
Loss on disposal of assets	60	–
Share-based payment expenses	101	556
Amortisation of director's loan	–	(22)
Unrealised foreign exchange (gain)/loss	171	(164)
	4,459	6,475
Movements in working capital:		
Accounts receivable and other receivables	182	(511)
Accounts payable and accruals	(94)	539
	88	28
Net cash (Outflow) from operating activities	**(948)**	**(2,184)**

20. FINANCIAL RISK MANAGEMENT

The Group is subject to a number of financial risks including liquidity risk, credit risk and market risk. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. Specific risk management objectives and policies are set out below:

Accounting policy

a. Capital Risk Management

The capital structure of the Group consists of equity raised by issue of ordinary shares and convertible notes.

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to stakeholders. Capital comprises convertible notes, share capital and accumulated losses as disclosed in Note 11, Note 12 and Note 13.

The Group's board of directors review the capital structure on a regular basis to ensure that entities in the Group are able to continue as going concern (see Note 2).

The Group is not subject to externally imposed capital requirements.

b. Liquidity Risk Management

Liquidity risk is the risk that the Group will not have sufficient funds to meet commitments as they fall due.

Ultimate responsibility for liquidity risk management rests with the Board of Directors, who have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities (Refer Note 2).

All liabilities have maturity within 12 months other than provision for long service leave.

The table below analyses the Group's financial liabilities into maturity groupings based on the remaining period from the end of financial year to the contractual maturity date.

Financial Liabilities

	2019 $'000	2018 $'000
Less than 12 months	723	4,011
Later than 12 months	12	11
Total financial liabilities	**735**	**4,022**

Financial liabilities have reduced significantly from 2018 resulting from:

- related party loan of $1,528,000 repaid in full, partly by cash and partly by issuance of shares; and
- convertible notes of $1,466,000 were converted to ordinary shares therefore reducing the financial liabilities.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2019

20. FINANCIAL RISK MANAGEMENT CONTINUED

c. Interest Rate Risk

Interest rate risk is the risk that changes in interest rates negatively impact the Group's financial performance, its cash flows or the value of its financial instruments.

The Group's interest rate risk arises from its cash balances that are placed on deposit at variable rates. The Group does not enter into forward rate agreements.

Management regularly review its banking arrangements to ensure the best returns on funds.

	2019 $'000	2018 $'000
Variable rate instruments		
Financial assets		
Cash and cash equivalents	1,024	1,995

Interest rates on cash and cash equivalents ranged from 0% to 2.99% (2018: 0% to 2.00%).

d. Credit Risk

Credit risk refers to the risk that a counter-party will default on its contractual obligations resulting in financial loss to the Group. Financial instruments which potentially subject the Group to credit risk principally consist of cash at bank, director loans and accounts receivable. The Board monitors and manages the exposure to credit risk.

The maximum exposures to credit risk at balance date are:

	2019 $'000	2018 $'000
Cash and short-term deposits	1,024	1,995
Trade receivable	327	552
Grants receivable	599	533
Sundry debtors	17	5
Related party loans	–	194
Other receivables	58	31
Total financial assets subject to credit risk	**2,025**	**3,310**

The Group's bank accounts are held with ASB Bank, BNZ Bank, National Australia Bank and Bank of America. The Group does not have any other concentrations of credit risk.

The Group does not require any collateral or security to support financial instruments.

20. FINANCIAL RISK MANAGEMENT CONTINUED

e. Foreign Exchange Risk

The Group is exposed to foreign currency movements against the New Zealand Dollar. International sales are made in the Australian, USA and UK markets. The Company's Australian operations are funded directly from New Zealand.

As a result, the financial statements can be affected by movements in these foreign exchange rates.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	Assets		Liabilities	
	2019 $'000	2018 $'000	2019 $'000	2018 $'000
Currency of Australia	841	974	518	2,274
Currency of USA	34	71	6	58
Currency of UK	2	7	–	–

The following sensitivity analysis is based on the foreign currency risk exposures in existence at the reporting date. As at 30 June 2019, had the New Zealand Dollar moved, as illustrated in the table below, with all other variables held constant, post-tax profit and loss and equity would have been affected as follows:

	2019			
	AUD $'000	USD $'000	Other $'000	Total $'000
Increase in the value of the NZD by 10%				
Impact on profit or (loss)	(708)	(1)	–	(709)
Impact on equity	(806)	(5)	–	(811)
Decrease in the value of the NZD by 10%				
Impact on profit or (loss)	708	1	–	709
Impact on equity	806	5	–	811

	2018			
	AUD $'000	USD $'000	Other $'000	Total $'000
Increase in the value of the NZD by 10%				
Impact on profit or (loss)	(395)	(32)	–	(427)
Impact on equity	(157)	(37)	–	(194)
Decrease in the value of the NZD by 10%				
Impact on profit or (loss)	395	32	–	427
Impact on equity	157	37	–	194

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2019

20. FINANCIAL RISK MANAGEMENT CONTINUED

f. Fair Value of Financial Instruments

There are no significant differences between the fair values and the carrying amounts of financial assets and liabilities in the Consolidated Statement of Financial Position as at balance date.

	Financial assets at amortised cost $'000	Financial liabilities at FVTPL $'000	Financial liabilities at amortised cost $'000	Total carrying value $'000
30 June 2019				
Assets				
Cash and cash equivalents	1,024	–	–	1,024
Trade receivables	943	–	–	943
Other assets	58	–	–	58
Total financial assets	**2,025**	**–**	**–**	**2,025**
Liabilities				
Accounts payable	–	–	735	735
Total financial liabilities	**–**	**–**	**735**	**735**
30 June 2018				
Assets				
Cash and cash equivalents	1,995	–	–	1,995
Trade receivables	1,090	–	–	1,090
Other assets	31	–	–	31
Related party loans	194	–	–	194
Total financial assets	**3,310**	**–**	**–**	**3,310**
Liabilities				
Accounts payable	–	–	1,028	1,028
Convertible notes	–	1,466	–	1,466
Related party loans	–	–	1,528	1,528
Total financial liabilities	**–**	**1,466**	**2,556**	**4,022**

21. SHARE-BASED PAYMENTS

Equity settled compensation in lieu of salary and director fees is measured at the fair value of the salary sacrificed. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 12 and 21.

a. Share-Based Payments Reserve

	2019 $'000	2018 $'000
Opening balance	84	81
Share-based payment expenses	101	556
Transfer to issued share capital	(122)	(553)
Closing Balance	**63**	**84**

b. Share-based payments expense

	2019 $'000	2018 $'000
CEO Incentive Scheme	–	213
Salary Sacrifice and termination payments – Former CEO	–	178
Salary Sacrifice – Former CEO	–	34
Management Incentive	–	10
2019 Employee share option scheme	–	–
2016 Employee growth share plan – Shares forfeited	–	(10)
Directors' fees	101	81
Other payments	–	50
Total for the year	**101**	**556**

CEO Incentive Scheme

There was no incentive paid to the CEO during the year. In FY2018, the Company issued 574,934 shares for $213,000 to the former CEO in accordance with an agreement on her long-term incentives.

Salary Sacrifice

During the year, the Company issued 186,535 shares at $0.167 valued at $31,000 in lieu of 2018 salary remuneration to Kylie O'Reilly, the CEO. The fair value of the shares issued is determined having regard to three month volume weighted average price of the Company's shares at 31 March 2018 and 30 June 2018.

In FY2018, the Company issued 547,069 shares valued at $178,000 in lieu of salary and termination benefits to the former CEO. The fair value of the shares issued was determined having regard to the volume weighted average price over twenty business days following the six-month period to which the service was provided.

Management Incentive

Certain senior management joined the group during the year ended 30 June 2017. Subject to Board approval and completion of 12 months of service they could be awarded shares.

During FY2018 shares were issued to the value of $79,000 to the former Chief Financial Officer ($26,000) and to the former Chief Technology Officer ($53,000). These shares related to the 2017 management incentive program.

The management incentive scheme is no longer in place as at 30 June 2019 and 30 June 2018.

21. SHARE-BASED PAYMENTS CONTINUED

2019 Employee share option scheme

During the year the Group introduced an employee share options scheme to drive longer-term performance and alignment between individual personnel and shareholders. The options were offered to key executive members of the Group. Options are only vested on the satisfaction of the performance hurdles and the key executive members must remain in service throughout the vesting period. In accordance with the terms of the issue of the options, the holders are entitled to acquire shares at the exercise price during the exercise period.

The fair value of the options at grant date was determined using Black-Scholes-Merton pricing model taking into account the terms and conditions on which the share options were granted and expensed over the vesting period.

The Group has no legal or constructive obligations to repurchase or settle the options in cash. Details of the share options are outlined below:

Grant date	Personnel entitled	Tranches	Exercise price ($)	Number of Options	Final Exercise date
30/09/2018	Key Executives	1	$0.15	1,450,000	1/07/2021
30/09/2018	Key Executives	2	$0.25	1,450,000	1/07/2022

Movements in the number of options outstanding and their related weighted average exercise prices are as follows:

	Exercise price ($)	Number of Options 2019 (000's)
Outstanding at beginning of year	0.15	–
Granted – Tranche 1	0.25	1,450
Granted – Tranche 2	0.15	1,450
Forfeited/expired	0.25	(1,450)
Outstanding at the end of the year		1,450

Share-based payments expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At balance date, management estimated the number of options that are expected to vest to be nil, based on the non-market vesting and service conditions. Hence, nil share-based payments expense was recognised as at 30 June 2019.

The weighted average remaining contractual term of options at 30 June 2019 is 1 year (2018: Nil).

Granted	Exercise price ($)	2019 Options (000's)
2018-19 – Tranche 2	$0.25	1,450
		1,450

21. SHARE-BASED PAYMENTS CONTINUED

The following table lists the significant inputs into the model used to calculate the fair value of options granted.

	Assumptions	
Inputs	**Tranche 1**	**Tranche 2**
Weighted average fair values at the measurement date ($)	$0.05	$0.04
Dividend yield (%)	0%	0%
Expected volatility (%)	81%	71%
Risk-free interest rate (%)	1.73%	1.75%
Expected life of share options (years)	0.75	1.75
Exercise price ($)	$0.15	$0.25
Share price at grant date	$0.165	$0.165
Model Used	Black-Scholes	Black-Scholes

The volatility input is measured as the standard deviation of continuously compounded share returns and is based on a statistical analysis of Geo's share price over a period consistent with the options expected life.

2016 Employee growth share plan

During the 2016 year, the Group implemented an employee share plan, the Geo Limited Employee Growth Share Plan (the "Plan"). The Plan operated as an equity-settled, share-based compensation plan, under which employees render services in exchange for shares in Geo. The value of the employee services rendered for the grant of non-transferable shares is recognised as an expense over the vesting period, and the amount is determined by reference to the fair value of the shares granted.

The Plan was introduced for selected executives and employees of the Group. Under the Plan, ordinary shares in Geo Limited were issued to a trustee, GeoOp Trustee Limited, a wholly owned subsidiary, and allocated to participants, on grant date, using funds lent to them by the Company.

During the year ended 30 June 2018, the 2016 Employee Growth Share Plan ceased and $10,000 non-cash income was recorded for the year relating to the Plan as the employees have left the company before vesting.

	Number of shares (000's) 2018
Outstanding at beginning of year	25
Awarded pursuant to the Employee Growth Share Plan	–
Forfeited	(25)
Vested	–
Outstanding at the end of the year	–

21. SHARE-BASED PAYMENTS CONTINUED

Inputs	Assumptions
Weighted average fair values at the measurement date ($)	
– 2 year term	$0.33
– 3 year term	$0.35
Dividend yield (%)	0%
Expected volatility (%)	98%
Risk-free interest rate (%)	3.5%
Number of shares	415,629
Exercise price ($)	$0.25
– 2 year term	$1.15
– 3 year term	$1.40
Share price at grant date	$0.40

The volatility was determined having regard to the daily movement in Geo's share price as listed on NZX since listing.

Directors' fees

The Directors of Geo are able to elect to receive up to two thirds of their fees in Geo ordinary shares. The fair value of shares issued during FY2019 was calculated using the applicable 20-day volume weighted average price. Where shares are issued in lieu of cash the company may elect to add an increment of up to 50% of the value of shares issued, to compensate for the risks of being remunerated in shares in lieu of cash.

During the year, director fees were accrued for Mark Rushworth, Rod Snodgrass and Shailesh Manga for $101,000. (2018: $81,000).

Other payments

In FY2018, the Company issued 229,638 shares for $50,000 in lieu of payments for services provided by other parties.

22. SIGNIFICANT EVENTS SUBSEQUENT TO REPORTING DATE

The following events occurred after 30 June 2019:

a. On 2 August 2019, Geo Limited announced the resignation of Mark Rushworth, Non-executive director and Remuneration and Nomination Committee member.

b. On 23 August 2019 Geo Limited signed a convertible note agreement with a significant shareholder, North Ridge Partners Pty Limited, to obtain additional funding of $1,500,000 to fund the business. The key features of the agreement are as follows:
   - $1,500,000 funding available from 1 January 2020 in quarterly instalments.
   - Extendible to $2,000,000 by mutual agreement.
   - Unsecured with a three-year term, with six monthly conversion windows.
   - 6% interest rate, payable in cash or shares.
   - Convertible to ordinary shares at 10 cents per share.
   - At any point in time prior to the conversion date, Geo Limited may elect to repurchase the convertible notes at a premium.
   - Since the notes are convertible into shares and North Ridge Partners Pty Limited currently holds in excess of 19.9% of Geo's shares, the issue is subject to shareholder approval as a related party transaction under the NZX Main Board Listing Rules and shareholder approval under the Takeovers Code given the potential for an increased shareholding. Shareholder approvals will be sought at the upcoming Annual General Meeting. Both of the shareholder approvals will involve independent reports.

c. On 23 August 2019, Geo Limited announced and launched a sale and/or buyback of small shareholdings to streamline its register and reduce both administration costs and trading volatility. The board determined $200 worth of shares as the appropriate threshold.

   Small shareholders with less than $200 worth of shares will have three months from the date of announcement to increase their shareholdings to a minimum of $200 worth of shares or Geo will, pursuant to Geo's constitution and Listing Rule 8.1.6(c), sell and/or buy them back at the market price at that time.

There were no other significant events after the balance date.

Independent Auditor's Report

Deloitte.

To the Shareholders of Geo Limited

Opinion

We have audited the consolidated financial statements of Geo Limited ('the Company') and its subsidiaries (the 'Group'), which comprise the consolidated statement of financial position as at 30 June 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements, on pages 24 to 60, present fairly, in all material respects, the consolidated financial position of the Group as at 30 June 2019, and its consolidated financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards ('NZ IFRS') and International Financial Reporting Standards ('IFRS').

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing ('ISAs') and International Standards on Auditing (New Zealand) ('ISAs (NZ)'). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of the Group in accordance with Professional and Ethical Standard 1 (Revised) *Code of Ethics for Assurance Practitioners* issued by the New Zealand Auditing and Assurance Standards Board and the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants*, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Other than in our capacity as auditor, the provision of other assurance services and the provision of taxation compliance services, we have no relationship with or interests in Geo Limited or any of its subsidiaries. These services have not impaired our independence as auditor of the Company and Group.

Material uncertainty related to going concern

We draw attention to Note 2 in the consolidated financial statements, which indicates that the Group incurred a net loss from operations of $5.5m, and net cash outflow from operating activities of $0.9 m during the year ended 30 June 2019. The Group's ability to continue as a going concern is dependent on its ability to raise sufficient funding post balance date, and meet its forecasted financial performance. Subsequent to year end the Group has signed a convertible note agreement with a significant shareholder (North Ridge Partner Pty Limited) to obtain additional funding of $1.5m. However, obtaining the funding is subject to shareholder approval. The dependency on raising sufficient capital and meeting forecasted financial performance, including those events and conditions set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Audit materiality

We consider materiality primarily in terms of the magnitude of misstatement in the financial statements of the Group that in our judgement would make it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced (the 'quantitative' materiality). In addition, we also assess whether other matters that come to our attention during the audit would in our judgement change or influence the decisions of such a person (the 'qualitative' materiality). We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

We determined materiality for the Group financial statements as a whole to be $250,000.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Independent Auditor's Report

Key audit matter	How our audit addressed the key audit matter
Intangible assets – internally developed software Intangible assets relating to application software had a carrying value of $1.6 million at 30 June 2019, and there were additions of $1.1 million in the year to 30 June 2019 as outlined in Note 8. As a Software as a Service ("SaaS") provider the Group incurs significant expenditure in developing, maintaining and upgrading software. Costs associated with developing software that meet the criteria for capitalisation under NZ IAS 38 *Intangible Assets* ('NZ IAS 38'), including whether the software will generate future economic benefits, are recorded as intangible assets as described in Note 8. Capitalised software assets are subsequently amortised over their estimated useful lives. Costs that do not meet the requirements to be capitalised are expensed as incurred. As the Group must apply a high degree of judgement in determining which software development costs may be capitalised, we have included this as a key audit matter.	We have evaluated the appropriateness of costs capitalised as software development assets by: • Challenging the Group's determination of which development costs meet the criteria to be capitalised. We obtained an understanding of the nature of the capitalised projects from management, including how they are used in the business, the stage of development, and the likelihood of the software being successfully completed and used to generate revenue; • Checking capitalisation of cost calculations for mathematical accuracy; and • Testing the amounts capitalised on a sample basis by agreeing our sample to underlying evidence.
Impairment testing of intangible assets for Geo for Sales cash generating unit ('CGU') As at 30 June 2019, the Geo for Sales CGU had $nil carrying value of intangible assets, following the impairment of the remaining $3.2 million of intangible assets during the year. Information about the Group's intangible assets is included in Note 8. The Group is required to perform an impairment analysis for intangible assets and assess whether there is any indication that the intangible assets may be impaired. The Group determined that there were indicators of impairment for the intangible assets in the Geo for Sales CGU during the year. The Group calculated the recoverable amount of the Geo for Sales CGU using a value in use model. The significant inputs to the value in use model were the revenue growth rate, the discount rate and terminal growth rate. We have included impairment testing for intangible assets for the Geo for Sales CGU as a key audit matter due to the level of judgement required in assessing intangible assets for impairment and calculating the recoverable amount of the CGU to which the intangible assets relate.	Our audit procedures included a detailed evaluation of the Group's cash flow forecast and value in use model for the Geo for Sales CGU. These procedures included: • Assessing and comparing the key inputs used in the value in use model being the revenue growth rate, the discount rate and the terminal growth rate to external sources of information; • Assessing the reliability of the Group's forecasting by comparing the current year results with the forecast figures; and • Discussing the future business plan with management and those charged with governance to ensure it is in line with the cash flow forecasts in the value in use model.

Other information

The directors are responsible on behalf of the Group for the other information. The other information comprises the information in the Annual Report that accompanies the consolidated financial statements and the audit report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and consider whether it is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If so, we are required to report that fact. We have nothing to report in this regard.

Directors' responsibilities for the consolidated financial statements

The directors are responsible on behalf of the Group for the preparation and fair presentation of the consolidated financial statements in accordance with NZ IFRS and IFRS, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible on behalf of the Group for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and ISAs (NZ) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is located on the External Reporting Board's website at:

https://www.xrb.govt.nz/standards-for-assurance-practitioners/auditors-responsibilities/audit-report-1

This description forms part of our auditor's report.

Restriction on use

This report is made solely to the Company's shareholders, as a body. Our audit has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Deloitte Limited

Andrew Boivin, Partner
for Deloitte Limited
Auckland, New Zealand
25 September 2019

This audit report relates to the consolidated financial statements of Geo Limited (the 'Company') for the year ended 30 June 2019 included on the Company's website. The Directors are responsible for the maintenance and integrity of the Company's website. We have not been engaged to report on the integrity of the Company's website. We accept no responsibility for any changes that may have occurred to the consolidated financial statements since they were initially presented on the website. The audit report refers only to the consolidated financial statements named above. It does not provide an opinion on any other information which may have been hyperlinked to/from these consolidated financial statements. If readers of this report are concerned with the inherent risks arising from electronic data communication they should refer to the published hard copy of the audited consolidated financial statements and related audit report dated 25 September 2019 to confirm the information included in the audited consolidated financial statements presented on this website.

Non-GAAP Financial Information

FOR THE YEAR ENDED 30 JUNE 2019

Geo's standard profit measure prepared under NZ GAAP is net profit after tax (NPAT). Geo has used a non-GAAP profit measure of earnings in this document (defined detailed and reconciled to GAAP measures below) and intends to do so in the future allowing investors to compare periods. The directors and management believe this measure provides useful information to readers to assist in understanding the Company's financial performance and position.

These measures are also used internally to evaluate performance of the business to establish operational goals and to allocate resources. Non-GAAP profit measures are not prepared in accordance with NZ GAAP (and therefore do not comply with International Financial Reporting Standards) and are not uniformly defined. Therefore, the non-GAAP profit measures reported in this document may not be comparable with those that other companies report and should be viewed in isolation.

Geo results for year ended 30 June 2019	30 June 2019 $'000	30 June 2018 $'000	Variance $'000	Variance %
Revenues				
– Geo Subscription Revenue	3,550	2,591	959	37.0%
– Geo for Sales Subscription Revenue	1,357	1,446	(89)	-6.2%
Recurring Revenues (Subscriptions)	**4,907**	**4,037**	**870**	**21.6%**
– Training and Implementation Fees	68	173	(105)	-60.7%
Revenues	**4,975**	**4,210**	**765**	**18.2%**
– Other Revenues (incl. grants)[1]	620	951	(331)	-34.8%
Total Revenues	**5,595**	**5,161**	**434**	**8.4%**
Statutory Net (Loss)	(5,495)	(8,687)	3,192	36.7%
EBITDA[2]	(1,368)	(2,582)	1,214	47.0%
Underlying EBITDA[3]	**(1,368)**	(1,910)	542	28.4%
Licences				
– Geo	**16,347**	22,362	(6,015)	-26.9%
– Geo for Sales	**905**	1,325	(420)	-31.7%
Monthly ARPU – Whole dollars				
– Geo	$17.09	$11.96	$5.13	43%
– Geo for Sales	$93.05	$83.80	$9.25	11%

1. Government grants of $659k were received (cash) in FY19 vs $794k in FY18. Grant income recognised in the Consolidated statement of profit or loss and other comprehensive income was $581k (vs $922k in FY18), with increased deferral of grant income to later years to match the increased capitalisation of research & development activities (see note 4. below).
2. EBITDA is statutory net loss from operations less interest, tax, depreciation, amortisation and write down of intangibles and does not have a standardised meaning prescribed by NZ GAAP.
3. Underlying EBITDA is EBITDA less non-operational revenue and expenses and does not have a standardised meaning prescribed by NZ GAAP. In the 2019 financial year it excluded the impact of a $3.2 million write down of intangibles. In the 2018 financial year it excluded the impact of $0.7m in ASX migration costs and $5.0 million write down of intangibles.
4. Geo capitalised $1,100k of software development activities, an increase of 94% over FY18 ($566k) due to the focus on new product feature development.

Corporate Governance

FOR THE YEAR ENDED 30 JUNE 2019

The objective of the Board of Geo Limited ("**Geo**") is to enhance shareholder value. The Board considers there is a strong link between good corporate governance and the achievement of this objective.

The Board considers that its corporate governance framework complies with the NZX Corporate Governance Code 2019 (**NZX Code**), except as stated within this report. In this regard, there are a few areas where Geo is making progress to ensure compliance with the NZX Code. The information in this report is current as at the date of release of the 2019 Annual Report and has been approved by the Board of Geo.

The key corporate governance documents referred to in this report are available on Geo's website at www.geoworkforcesolutions.com.

Geo is listed on the NZX's Main Board and is subject to regulatory control and monitoring by both the NZX and the Financial Markets Authority (FMA).

PRINCIPLE 1 – CODE OF ETHICAL BEHAVIOUR

Directors should set high standards of ethical behaviour, model this behaviour and hold management accountable for these standards being followed throughout the organisation.

Geo is committed to maintaining the highest ethical standards by Directors, staff and suppliers. Geo has a Code of Ethics to guide executives, management and employees in carrying out their duties and responsibilities. A copy of this is available on Geo's website.

The Code covers such matters as:

- expected conduct;
- confidentiality;
- use of assets;
- corporate social responsibility; and
- acceptance of gifts.

The Code requires Directors and employees to promptly report material breaches of the Code. In addition, Geo has adopted a Whistleblowing Policy that sets out the processes by which suspected serious wrongdoing can be reported, and the whistleblower is protected.

Geo has a process to enable training for all new and existing employees to ensure awareness and understanding of the Code.

Geo has a Securities Trading Policy to explain expectations and requirements for dealing in Geo securities and to protect from the risk of breaching insider trading laws. A copy of this is available on Geo's website.

Details of Directors' share dealings are on page 73 of the 2019 Annual Report.

PRINCIPLE 2 – BOARD COMPOSITION AND PERFORMANCE

To ensure an effective Board, there should be a balance of independence, skills, knowledge, experience and perspectives.

The business and affairs of Geo are managed directly by the Board of Directors. The Board:

- establishes long-term goals and strategic plans to achieve those goals;
- reviews and adopts the annual budgets for financial performance and monitors results monthly;
- ensures preparation of the annual and half-yearly financial statements;
- manages risk by ensuring that Geo has implemented adequate systems of internal controls together with appropriate monitoring of compliance activities; and
- works with management to create shareholder value.

Geo's Board operates under a written Board Charter which sets out the structure of the Board; the procedures for the nomination, resignation and removal of Directors; outlines the responsibilities and roles of the Chairman and Directors; and identifies procedures to ensure that the Board meets regularly, conducts its meetings in an efficient and effective manner and that each Director is fully empowered to perform his or her duties as a Director of the Company and to fully participate in meetings of the Board. A copy of the Charter is available on Geo's website.

Management of Geo is undertaken by the executive team under the leadership of the Chief Executive Officer (CEO), through a set of delegated authorities that are reviewed regularly.

Directors have direct access to and may rely upon Geo's senior management and external advisers. Directors have the right, with the approval of the Chairman, to seek independent legal or financial advice at the expense of Geo for the proper performance of their duties.

Corporate Governance

Board Composition and Appointment

The number of elected Directors and the procedure for their retirement and re-election at Annual Shareholders' Meetings are set out in the Constitution of the Company.

The Remuneration and Nomination Committee assists the Board in reviewing the criteria for selection of Directors and making recommendations to the Board to ensure the most appropriate balance of skills, qualifications, experience and background to effectively govern Geo.

All directors are required to retire (though may be re-elected) not later than the third annual meeting following the director's appointment, or after three years, whichever is longer. Any Directors appointed since the previous annual meeting must also retire and is eligible for election.

The Board currently comprises three Directors: a non-executive Chairman, and two independent non-executive Directors. The CEO is not currently a member of the Board.

The Board supports the separation of the roles of Chairman and CEO on a permanent basis, although does allow for the appointment of an Executive Chairman on a non-permanent basis if circumstances warrant.

The current Chairman is non-executive but is not an independent director by virtue of the significant shareholding he and his associates hold. The Board considers that the skills and experience provided by the Chairman and the alignment of interests with other shareholders outweigh any benefits of the recommendation that the Chairman be independent. The Board considers that because both of the other directors are independent non-executive directors, there is sufficient openness and challenging of views to ensure a diversity of views are considered by the Board.

In order for a Director to be independent, the Board has determined that he or she must not be an executive of Geo and must have no disqualifying relationships as defined by the NZX Listing Rules.

Information on each Director is available on the Geo website. Directors' interests disclosed in FY19 are described on page 75 of the 2019 Annual Report.

In compliance with the NZX Code, Geo provides written agreements to new Directors.

The Company encourages all Directors to undertake appropriate training and education so that they may best perform their duties. This may include attending presentations on changes in governance, legal and regulatory frameworks; attending technical and professional development courses; site visits and briefings from key executives; and attending presentations from industry experts and key advisers. In addition, updates are provided to the Board on relevant industry and company issues.

At appropriate times the Board considers individual and collective performance, together with the skill sets, training and development and succession planning required to govern the business. An evaluation of Board performance has recently been undertaken.

Diversity

Geo does not currently have a formal Diversity Policy. However, the Company recognises the value of diversity of thinking and skills. This can arise through several different characteristics including but not limited to the following; gender, ethnic background, religion, age, marital status, culture, disability, economic background, education, language and sexual orientation. Different backgrounds, communication styles, life-skills and interpersonal skills are also considered of value in building diverse teams.

At an appropriate time, Geo will look to develop a formal Diversity Policy and will set objectives for promoting diversity and inclusion within the Company.

As at 30 June 2019, 52% of the Company's employees were female, and 100% of its officers were female (being the CEO and direct reports with key functional responsibility). The Company currently has no female Directors.

	30 June 2019	30 June 2018
Directors		
Male	4	3
Female	–	–
Officers		
Male	–	1
Female	2	2

Board Meetings and Attendance

The Board meets as often as it deems appropriate, including sessions to review the performance of the business versus plans and to consider the strategic direction of Geo and its forward-looking business plans. Video and/or phone conferences are also used as required.

The table below sets out Director attendance at Board and committee meetings during FY19.

	Board	Audit and Risk	Remuneration and Nomination
Total number of meetings	**12**	**3**	**1**
Roger Sharp	12	3	1
Tim Ebbeck (resigned 13 November 2018)	5	1	–
Mark Rushworth	12	3	1
Rod Snodgrass (appointed 15 October 2018)	8	2	–
Shailesh Manga (appointed 25 March 2019)	3	1	–

PRINCIPLE 3 – COMMITTEES

The Board should use committees where this will enhance its effectiveness in key areas, while still retaining Board responsibility.

The Board has delegated a number of its responsibilities to committees to assist in the execution of the Board's responsibilities. These committees review and analyse policies and strategies that are within their terms of reference. They examine proposals and, where appropriate, make recommendations to the full Board. Committees do not take action or make decisions on behalf of the Board unless specifically mandated by prior Board authority to do so.

The committees meet as required and have charters which are approved and reviewed by the Board. Copies of committee charters can be found on the Geo website, www.geoworkforcesolutions.com.

Minutes of each committee meeting are forwarded to all members of the Board, who are all entitled to attend any committee meeting.

Each committee is empowered to seek any information it requires from employees in pursuing its duties and to obtain independent legal or other professional advice.

The membership and performance of each committee was evaluated as part of the recent Board performance evaluation.

The current committees of the Board are the Audit and Risk Management Committee, and the Remuneration and Nomination Committee.

From time to time, special purpose committees may be formed to review and monitor specific projects with senior management.

In the case of a takeover offer, Geo will form an Independent Takeover Committee to oversee disclosure and response and engage expert legal and financial advisors to provide advice on procedure. A formal Takeover Response Policy has recently been adopted.

Audit and Risk Management Committee

The Audit and Risk Management Committee provides a forum for the effective communication between the Board and external auditors, and to review and manage risk. The Committee reviews the annual and half-yearly financial statements prior to their approval by the Board, the effectiveness of internal control and management information systems, and the efficiency and effectiveness of the audit function.

The Committee must be comprised solely of Directors of Geo, have a minimum of three members, have a majority of independent Directors and have at least one Director with an accounting or financial background. The makeup of the current members of this committee complies with this recommendation.

Members as at 30 June 2019 were Rod Snodgrass (Chair), Roger Sharp, Shailesh Manga and Mark Rushworth. The Committee Chair is not the Chair of the Board.

Management may attend meetings at the invitation of the Committee. The Committee routinely has committee-only time with the external auditors without management present.

Corporate Governance

FOR THE YEAR ENDED 30 JUNE 2019

Remuneration and Nomination Committee

The Remuneration and Nomination Committee is responsible for:

- *remuneration*: overseeing management succession planning, establishing employee incentive schemes, reviewing and approving the compensation arrangements for senior management, and recommending to the full Board the compensation of Directors; and
- *nominations*: ensuring the Board comprises Directors who collectively satisfy the Board's skill matrix (as updated from time-to-time), who contribute actively to the development of strategy, who ensure that key personnel are in place to successfully manage the business, who contribute to the Board's and its committees' reviews of their own performance, and ensure that effective induction and training programmes are in place for new and existing Directors.

Members as at 30 June 2019 were Mark Rushworth (Chair), Roger Sharp, Rod Snodgrass and Shailesh Manga. A majority of members are independent Directors.

Management may attend meetings only at the invitation of the Committee.

PRINCIPLE 4 – REPORTING AND DISCLOSURE

The Board should demand integrity in financial and non-financial reporting, and in the timeliness and balance of corporate disclosures.

Geo's Directors are committed to keeping investors and the market informed of all material information about the Company and its performance, in a timely manner. Geo has adopted a Continuous Disclosure Policy to ensure that material information is identified, reported, assessed and, where required, disclosed to the market in a timely manner. A copy of the Policy is available on the Geo website, www.geoworkforcesolutions.com.

In addition to all information required by law, Geo also seeks to provide sufficient meaningful information to ensure stakeholders and investors are well informed, including financial and non-financial information.

Financial Information

Senior Management is responsible for implementing and maintaining appropriate accounting and financial reporting principles, policies, and internal controls designed to ensure compliance with accounting standards and applicable laws and regulations.

The Board's Audit and Risk Management Committee oversees the quality and integrity of external financial reporting, including the accuracy, completeness, balance and timeliness of financial statements. It reviews Geo's full and half year financial statements and makes recommendations to the Board concerning accounting policies, areas of judgement, compliance with accounting standards, stock exchange and legal requirements, and the results of the external audit.

For the financial year ended 30 June 2019, the Directors believe that proper accounting records have been kept that enable the determination of the Company's financial position with reasonable accuracy and facilitate compliance of the financial statements with the Financial Markets Conduct Act 2013. The CEO and Chief Financial Officer have confirmed in writing to the Board that Geo's external financial reports present a true and fair view in all material aspects.

Geo's full and half year financial statements are available on the Company's website.

Non-financial information

Geo sets out, reports against and discusses its strategic objectives in a variety of communications including the Chair and CEO's commentary in shareholder reports.

The Company recognises that financial reporting should be balanced, clear and objective.

Further, it provides non-financial disclosure at least annually, including any consideration of material exposure to environmental, economic and social sustainability risks, as well as other key risks.

PRINCIPLE 5 – REMUNERATION

The remuneration of Directors and executives should be transparent, fair and reasonable.

Remuneration of Directors and senior executives is a key responsibility of the Remuneration and Nomination Committee. External advice is sought as required to ensure that remuneration is benchmarked to the market for senior management, Director and Board positions. Geo formally established guidelines in regard to remuneration in a recently adopted Remuneration Policy.

Director Remuneration

The total remuneration pool available for Directors has been fixed by shareholders at a current maximum of $250,000 per annum for all non-executive Directors. The Board determines the level of remuneration paid to Directors from that pool. Directors also receive reimbursement for reasonable travelling, accommodation and other expenses incurred in the course of performing their duties.

Any proposed increases in non-executive Director fees and remuneration will be put to shareholders for approval. If independent advice is sought by the Board, it will be disclosed to shareholders as part of the approval process.

Geo shareholders have approved the payment of up to two thirds of Directors' fees in Geo shares. Where such fees are paid in shares, a loading is applied. The fair value of shares issued during FY2019 was calculated using the applicable 20-day volume weighted average price.

Board Role Approved Remuneration

The fees payable to a non-executive Chairman currently amount to $75,000 per annum, inclusive of all committee participation.

The fees payable to a non-executive Director currently amount to $45,000 per annum, plus an incremental $5,000 for chairing Board committees.

No additional Directors' fees are paid for membership (as opposed to chairing) of Board committees.

Details of individual Directors' remuneration are provided on pages 46-48, 57 and 60 of the 2019 Annual Report.

Executive Remuneration

In general, executive remuneration comprises a fixed base salary and an at-risk short-term incentive payable annually. The CEO and selected executives also receive a long-term incentive in the form of a share plan. At-risk incentives are paid against targets agreed with executives at the commencement of the period and are based on financial measures including earnings targets and progress against objectives related to the strategic plan and other personal objectives.

Executives' remuneration and entitlements are detailed under Employees' Remuneration information on pages 48 and 72 of the 2019 Annual Report and are consistent with Geo's Remuneration Policy.

CEO REMUNERATION

The review and approval of the CEO's remuneration is the responsibility of the Board.

The CEO's remuneration comprises a fixed base salary including superannuation, an at-risk short-term incentive payable annually and a long-term incentive plan. At-risk incentives are paid against targets agreed with the CEO and are based on financial measures including earnings targets and progress against objectives related to the strategic plan and other personal objectives.

Remuneration received by the current and former CEO of Geo was as follows:

	Remuneration	
	2019 $'000	**2018 $'000**
Kylie O'Reilly – appointed 1 February 2018		
Salary	325	117
Superannuation	27	4
Share-based payment	–	34
	352	**155**
Anna Cicognani – Former CEO resigned 1 February 2018		
Salary	–	308
CEO Incentive Scheme (long term incentive paid – shares)	–	213
Salary sacrifice (termination payment and ex gratia payment)	–	178
Total	**–**	**699**

The Company's Chief Executive Officer, Kylie O'Reilly, entered an employment contract with effect from 1 July 2018 with fixed remuneration (including superannuation) of A$330,000 plus incentives. The incentives comprise an annual short-term incentive (STI) and a long-term incentive plan (LTI).

The STI enables payment of up to 30% of salary, subject to meeting performance hurdles relating to profitability and meeting operational targets, and is payable (at the Board's discretion) in cash and/or shares.

Corporate Governance

The LTI comprises 2,000,000 three-year options to acquire Geo shares, with vesting based on performance hurdles being met. Key terms are as follows:

- FY19: 1,000,000 options, each to acquire one ordinary share in Geo at 15 cents per share (the price of the Company's major 2018 fund raisings) and exercisable until 1 July 2021 with vesting subject to achieving minimum revenue growth of 30% in FY19 and an EBITDA break even result in calendar 2019; and
- FY20: 1,000,000 options, each to acquire one ordinary share in Geo at 25 cents per share, and exercisable until 1 July 2022 with vesting subject to meeting continuing revenue growth and profitability performance hurdles.

This LTI is aligned to the delivery of Geo's strategy and recent earnings guidance. Additional options have been issued to the Chief Financial Officer using a similar structure to the CEO's options.

PRINCIPLE 6 – RISK MANAGEMENT

Directors should have a sound understanding of the material risks faced by the issuer and how to manage them. The Board should regularly verify that the issuer has appropriate processes that identify and manage potential and material risks.

The Board has overall responsibility for the Company's system of risk management and internal control. The Board delegates day-to-day management of the risk to the CEO. In addition, the Audit and Risk Management Committee provides an additional and more specialised oversight of Geo's risks in addition to the oversight provided by the Board. The Audit and Risk Management Committee's Charter details the specific responsibilities of the Committee in regard to risk assurance.

Risk Identification

The executive team is required to regularly identify the major risks affecting the business and develop structures, practices and processes to manage and monitor these risks. It reports to the Board through a series of Risk Grids which are reviewed at each Board meeting.

Induction and Training

The Company's executive team runs an onboarding process for new employees during which the code of ethics, expense and securities trading policies, inter alia, are provided and explained on the first day of employment.

Insurance

Geo maintains insurance policies that it considers adequate to meet its insurable risks.

Health and Safety

The Board recognises that effective management of health and safety is essential for the operation of a successful business, and its intent is to prevent harm and promote wellbeing for employees, contractors and customers. The Board is responsible for ensuring that the systems used to identify and manage health and safety risks are fit for purpose, being effectively implemented, regularly reviewed and continuously improved.

Health and safety procedures are in place which Geo believes are appropriate for the size and nature of its business. No health and safety incidents have been reported during FY19.

The Board is satisfied that major risks are reviewed through its existing risk review framework, which it continually reviews and strengthens. More details of Geo's financial risk management are available on pages 53 to 56 of the 2019 Annual Report.

PRINCIPLE 7 – AUDITORS

The Board should ensure the quality and independence of the external audit process.

The Board is committed to ensuring audit independence, both in fact and appearance, so that Geo's external financial reporting is viewed as being highly objective and without bias.

The Audit and Risk Management Committee reviews the quality and cost of the audit undertaken by the Company's external auditors and provides a formal channel of communication between the Board, senior management and external auditors.

An External Auditor Independence Policy has been adopted and sets out the services that may or may not be performed by the external auditor.

The Audit and Risk Management Committee approves the auditor's terms of engagement, audit partner rotation (at least every five years) and audit fee, and reviews and provides feedback in respect of the annual audit plan. The Audit and Risk Management Committee periodically has time with the external auditor without management present. The Committee also assesses the auditor's independence on an annual basis.

For the financial year ended 30 June 2019, Deloitte Limited was the external auditor for Geo Limited. Deloitte was reappointed under the Companies Act 1993 at the 2018 Annual Meeting. The last audit partner rotation was in 2015.

All audit work at Geo is fully separated from non-audit services to ensure that appropriate independence is maintained. Other services provided by Deloitte Limited in FY19 amounts to $44,000 (FY18: $62,000). These were deemed to have no effect on the independence or objectivity of the auditor in relation to audit work. The amount of fees paid to Deloitte for audit and non-audit work are identified on page 36 of the 2019 Annual Report.

Deloitte has provided the Committee with written confirmation that, in its view, it was able to operate independently during the year.

Deloitte attends the Annual Shareholders' Meeting, and the lead audit partner is available to answer questions from shareholders at that meeting. The relevant audit partner from Deloitte did not attend the 2018 Annual Shareholders' Meeting.

Geo has a number of internal controls which are overseen by the Audit and Risk Management Committee and/or the Board. These include controls for information systems, cyber risk and information security, business continuity management, insurance, health and safety, conflicts of interest, and prevention and identification of fraud. The Company does not have an internal audit function.

PRINCIPLE 8 – SHAREHOLDER RIGHTS AND RELATIONS

The Board should respect the rights of shareholders and foster constructive relationships with shareholders that encourage them to engage with the issuer.

The Board is committed to open and regular dialogue and engagement with shareholders. Geo seeks to ensure that investors understand its activities by communicating effectively with them and giving them access to clear and balanced information.

Geo has a calendar of communications and events for shareholders, including but not limited to:

- Half and Full Year Results Announcements and Annual Report;
- market announcements;
- Annual Shareholders' Meeting;
- scheduled and ad hoc investor presentations to institutional investors and retail brokers;
- easy access to information through the Geo website www.geoworkforcesolutions.com; and
- access to management and the Board via a dedicated email address.

Shareholders are actively encouraged to attend the Annual Shareholders' Meeting and may raise matters for discussion at this event, and may vote on major decisions that affect Geo. Voting is by poll, upholding the 'one share, one vote' philosophy.

In accordance with the Companies Act 1993, Geo's Constitution and the NZX Main Board Listing Rules, Geo refers major decisions that may change the nature of the Company to shareholders for approval.

All shareholders are given the option to elect to receive electronic communications from the Company.

In addition to shareholders, Geo has a wide range of stakeholders and maintains open channels of communication for all audiences, including brokers, the investing community, regulators, staff, customers and suppliers.

Exercise of disciplinary powers

No disciplinary action has been taken by either the NZX or the FMA against the Company during the financial year ended 30 June 2019.

Shareholder Information

FOR THE YEAR ENDED 30 JUNE 2019

1. DIRECTORS' REMUNERATION

Directors' remuneration received by directors of Geo was as follows:

	Remuneration		Director's fee	
	2019 $'000	2018 $'000	2019 $'000	2018 $'000
Mark Rushworth (appointed 1 February 2018)	–	–	67	20
Roger Sharp	–	–	75	75
Viv Brownrigg (Resigned 16 March 2018)	–	–	–	35
Anna Cicognani (resigned 1 February 2018)	–	699	–	–
Tim Ebbeck (resigned 13 November 2018)	–	–	21	50
Rod Snodgrass (appointed 15 October 2018)	–	–	50	–
Shailesh Manga (appointed 25 March 2019)	–	–	17	–
Total	**–**	**699**	**230**	**180**

Roger Sharp's Director's fee as Chairman is paid to North Ridge Partners Pty Ltd, a company of which Roger Sharp is a Director and shareholder.

In FY18, former Geo Director and Chief Executive Officer Anna Cicognani was remunerated in her capacity as Chief Executive Officer of Geo and did not receive a fee as Director.

No additional remuneration or benefits were paid to the directors of the Company or its subsidiaries.

2. DIRECTORS' SHAREHOLDINGS

Details of director shareholdings as at 30 June 2019 are set out below:

	Ordinary Shares held by Directors and associated entities	
Director	**2019**	**2018**
Roger Sharp	25,606,114	11,504,066
Tim Ebbeck (resigned 13 November 2018)	317,447	–
Mark Rushworth	524,655	–
Rod Snodgrass	148,116	–
Shailesh Manga	–	–

3. DIRECTOR SHARE DEALING

During the year to 30 June 2019, the following persons who were or are Directors (or the relevant associated entity in which the Director has a relevant interest) acquired or disposed of equity securities in Geo:

Date	Director	Associated entity	Class of share	Acquired/(Sold)
9 July 2018	Roger Sharp	North Ridge Partners Pty Ltd	Ordinary	606,067*
9 July 2018	Roger Sharp	Wentworth Financial Pty Ltd	Ordinary	6,474,488*
9 July 2018	Roger Sharp	Valuestream Investments	Ordinary	7,021,493*
9 July 2018	Tim Ebbeck	Ebbeck Holdings Pty Ltd	Ordinary	102,500
12 July 2018	Tim Ebbeck	Ebbeck Holdings Pty Ltd	Ordinary	214,947**
9 July 2018	Mark Rushworth	Mark Jason Rushworth and Sally Rushworth as trustees of the Backbone Trust	Ordinary	270,750
12 July 2018	Mark Rushworth	Mark Jason Rushworth and Sally Rushworth as trustees of the Backbone Trust	Ordinary	82,672**
25 March 2019	Mark Rushworth	Mark Jason Rushworth and Sally Rushworth as trustees of the Backbone Trust	Ordinary	171,233**
19 Nov 2018	Rod Snodgrass	N/A	Ordinary	62,500
25 March 2019	Rod Snodgrass	N/A	Ordinary	85,616**
9 April 2019	Rod Snodgrass	N/A	Ordinary	(148,116)
9 April 2019	Rod Snodgrass	FNZ Custodians Limited	Ordinary	148,116

* Issued as a result of the conversion of convertible notes/debt to shares.

** Shares issued in lieu of directors' fees.

4. DIRECTORS' LOANS

In 2013, Geo provided an interest-free loan facility to two Non-Executive Directors, Viv Brownrigg and Mark Weldon (who resigned on 16 March 2018 and 31 August 2016 respectively) that enabled them to each acquire 200,000 shares at $1.00 per share (for a total of 400,000 shares).

The loans were interest free and discounted back to the value at the time of issue at September 2013. Mark Weldon repaid his loan in its entirety on 12 November 2018. (2018: $200,000 repaid by Viv Brownrigg on 14 November 2017).

5. INSURANCE AND INDEMNITIES

In accordance with Section 162 of the Companies Act 1993 and Geo's constitution, Geo indemnifies and insures directors and officers against liability to other parties that may arise from their position. Details are recorded in the interests register as required by the Companies Act 1993.

6. USE OF COMPANY INFORMATION

The Board received no notices during the year from directors requesting to use the Company or Group information received in their capacity as directors which would not have been otherwise available to them.

Shareholder Information

FOR THE YEAR ENDED 30 JUNE 2019

7. EMPLOYEE REMUNERATION

During the year to 30 June 2019, employees, excluding executive directors, within the Group received remuneration and benefits which exceeded $100,000 as follows:

	Number of employees	
Remuneration range	2019	2018
$100,000 – $110,000	4	–
$110,001 – $120,000	1	2
$120,001 – $130,000	2	3
$130,001 – $140,000	1	1
$140,001 – $150,000	2	–
$150,001 – $160,000	2	–
$160,001 – $170,000	1	1
$170,001 – $180,000	1	1
$180,001 – $190,000	–	–
$190,001 – $200,000	–	1
$200,001 – $210,000	–	–
$220,001 – $230,000	–	1
$350,001 – $360,000	1	–
Total	15	10

8. DONATIONS

No donations were made by Geo during the year ended 30 June 2019 (2018: Nil)

Geo facilitates an employee support scheme, GeoAssist, which collects donations periodically from employees for redistribution to employees' families in need.

9. SUBSIDIARIES

At 30 June 2019, Geo has the following wholly owned subsidiary companies with the following Directors:

Entity	Directors
Geo Workforce Solutions Pty Ltd (Formerly Geo.Tools Pty Ltd)	Kylie O'Reilly
GeoOp Trustee Limited	Roger Sharp, Mark Jason Rushworth
InterfaceIT Pty Ltd	Kylie O'Reilly
Geo for Sales Pty Ltd (Formerly InterfaceIT Operations Pty Ltd)	Kylie O'Reilly
InterfaceIT Inc	Kylie O'Reilly

10. INTEREST REGISTER

Directors have given notices disclosing interests pursuant to section 140(1) of the Companies Act 1993. Those interests (and any changes to interests) notified and recorded in Geo's Interests Register during the financial year ended 30 June 2019 are set out below:

Director	Date of Disclosure	Nature of Disclosure
Mark Rushworth	26 February 2019	ACG Education – Chief Executive
Roger Sharp	1 November 2018	Tourism New Zealand - Board Member (Deputy Chair from April 2019)
Rod Snodgrass	15 October 2018	The Exponential Agency – Director Metlifecare – Director JUCY Group – Director SMX Limited – Director Springboard Trust – Trustee Director AUT Auteur's Influencers Panel – Trustee Member CHAPTER2 Bikes – Director
Shailesh Manga	25 March 2019	Vector Limited – Group Head of Digital Transformation Optimal Workshop Ltd – Owner/Non-Executive Director

11. SUBSTANTIAL PRODUCT HOLDER

According to disclosed substantial product holder notices, the substantial product holders in Geo as at 30 June 2019 were as follows:

Substantial product holder	Date of Disclosure	Number of Ordinary Shares	Percentage of Ordinary Shares on issue
Roger Sharp (through relevant interests in North Ridge Partners Pty Limited, Wentworth Financial Pty Ltd, Valuestream Investments)	9 July 2018	25,606,114	31.61%
Jordan Muir (through relevant interests in JKM Family Investments Pty, JKM Consolidated Holdings Pty	9 July 2018	4,074,123	5.03%

The above table is required to describe the substantial product holders as at 30 June 2019 based on disclosures received by Geo and NZX as at that date, and reflects the percentage ownership at the time of those disclosures. The percentages disclosed above were calculated on the basis of the number of shares on issue at that time, being 80,453,765 shares. The number of shares on issue at the date of this Annual Report is 81,008,233 shares.

The Top 20 Shareholders as at 12 September 2019 are set out in the section below.

Shareholder Information

FOR THE YEAR ENDED 30 JUNE 2019

12. TWENTY LARGEST EQUITY SECURITY HOLDERS

The names of the 20 largest holders of ordinary issued shares as at 12 September 2019 are listed below.

Investor Name	Total Units	% Issued Capital
Wentworth Financial Pty Ltd	9,206,977	11.37
VBS Investments Pty Limited	6,013,051	7.42
Forsyth Barr Custodians Limited	4,866,667	6.01
JKM Family Investments Pty Limted	4,068,714	5.02
New Zealand Central Securities Depository Limited	3,284,152	4.05
Carnethy Evergreen P/L	2,842,446	3.51
FNZ Custodians Limited	1,796,055	2.22
Leveraged Equities Finance Limited	1,588,917	1.96
Allan Michael Nobilo & Lynne Nobilo	1,535,896	1.90
Valuestream Investment Management Limited	1,452,581	1.79
Wairahi Holdings Limited	1,400,001	1.73
Carnethy Investments Pty Limited	1,331,250	1.64
Jarden Securities Limited	1,321,962	1.63
Escor Equities Consolidated Pty Limited	1,208,070	1.49
Ilakolako Investment Limited	1,150,000	1.42
Realcal P/L	1,025,000	1.27
Anna Cicognani	1,024,452	1.26
Custodian Nominee Company Limited	969,123	1.20
Dune Trustees Limited	873,117	1.08
Custodial Services Limited	735,939	0.91
Total	**47,694,370**	**58.88**

13. SPREAD OF SECURITY HOLDERS

The spread of security holders of ordinary issued shares as at 12 September 2019 are listed below.

	Shareholders		Issued capital	
Range	**Number**	**%**	**Number**	**%**
1 – 1000	534	37.69	254,056	0.31
1,001 – 5,000	427	30.13	1,140,899	1.41
5,001 – 10,000	122	8.61	926,913	1.14
10,001 – 50,000	197	13.90	4,640,956	5.73
50,001 – 100,000	29	2.05	2,197,150	2.71
100,001 and above	108	7.62	71,848,259	88.70
Total	**1,417**	**100.00**	**81,008,233**	**100.00**

14. DIRECTOR RESIGNATIONS

The following independent directors resigned during FY2019 and up to the date of this Annual Report:

Tim Ebbeck – resigned 13 November 2018
Mark Rushworth – resigned 2 August 2019

Corporate Directory

Geo Limited Registered Office

Bell Gully
Level 21, ANZ Centre
171 Featherston Street
Wellington 6011
New Zealand

Website: www.geoworkforcesolutions.com

Directors

Roger Sharp (Chair)

Rod Snodgrass

Shailesh Manga

Registry

Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

Telephone: +64 9 375 5998

Fax: +64 9 375 5990

Legal Advisors

Bell Gully
Level 21, ANZ Centre
171 Featherston Street
PO Box 1291
Wellington 6140
New Zealand

Auditors

Deloitte Limited
Deloitte Centre
Level 18, 80 Queen Street
Auckland 1010
New Zealand

INVESTOR CALENDAR

Annual General Meeting: 27 November 2019 at 11:30am at Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland

Preliminary interim results: February 2020

Financial year end: 30 June 2020

Preliminary annual results: August 2020

Audited annual report: September 2020

Geo

www.geoworkforcesolutions.com