



# **GEOPARK**

**GEOPARK HOLDINGS LIMITED**

## **ANNUAL GENERAL MEETING**



**BERMUDA, 19 NOVEMBER 2007**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in GeoPark Holdings Limited (“the Company”) please forward this document, together with the accompanying documentation, to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



**GEOPARK HOLDINGS LIMITED**  
*(Registered in Bermuda No. EC33273)*

**NOTICE OF ANNUAL GENERAL MEETING**

**Enclosed:**

- **A letter from your Chairman, including an explanation for the special business to be conducted at the meeting**
- **Notice of the 2007 Annual General Meeting which is to be held on 19 November 2007 at 16.00 p.m. at Fairmont Hamilton Princess Hotel - Princess Louise Room, 76 Pitts Bay Road, Pembroke, Bermuda**
- **Annual Report and Accounts for the year ended 31 December 2006 and Auditor’s Report**
- **Appendix: “Performance-based Employee Long Term Incentive Program – Key Terms”**



**GEO PARK HOLDINGS LIMITED**

(Incorporated in Bermuda with registered number EC33273)

*Directors:*

Gerald O'Shaughnessy (Chairman)  
James Park  
Sir Michael Jenkins  
Peter Ryalls  
Christian Weyer

*Registered office:*

Milner House  
18 Parliament Street  
Hamilton HM12  
Bermuda

16 October 2007

**Notice of Annual General Meeting of GeoPark Holdings Limited ("the Company")**

Dear Shareholder / Holder of the Company's Depository Interests:

Please be advised that the Annual General Meeting ("the AGM") of the Company will be held at 16.00 p.m. on 19 November 2007 at Fairmont Hamilton Princess Hotel - Princess Louise Room, 76 Pitts Bay Road, Pembroke, Bermuda. The formal notice of the AGM and resolutions to be proposed are enclosed with this letter.

Ordinary Business

**Annual Report and Accounts (Resolution 1)**

The Directors present to Shareholders at the AGM the Annual Report and Accounts for the year ended 31 December 2006 together with the Directors' report and the Auditors' report on the Annual Report and Accounts.

**Reappointment of Directors (Resolution 2 to 6)**


James Franklin Park and Gerald Eugene O'Shaughnessy, who were appointed to the Board at the 2006 AGM of the Company to serve until the 2007 AGM, retire in accordance with the Company's Bye Laws and offer themselves for re-election as Executive Directors.


Peter Ryalls, who was appointed to the Board on 18 April 2006, retires in accordance with the Company's Bye Laws and offers himself for re-election as Non-Executive Director.

Christian Maurice Weyer and Sir Michael R. H. Jenkins, having attained the age of 70, are retiring in accordance with the Company's Bye-Laws, and offer themselves for re-election as Non-Executive Directors.

All retiring Directors are entitled, in accordance with the Company's Bye-laws to offer themselves for re-election, and they have all indicated their willingness to be re-elected. Accordingly, Resolutions 2 to 6 propose the re-appointment of all the retiring Directors.

Please see below brief biographical details of each of the Directors standing for re-election. These details also appear in enclosed Annual Report and Accounts.

 <b>Christian Weyer</b>  Age: 83  Bernex-Geneva, Switzerland  Director Since: April 2006	<p>Christian Weyer is an international banker and financier with over 50 years of experience. Mr. Weyer began his banking career with Chase Manhattan Bank as a senior credit officer in Paris and Geneva and subsequently worked as an executive at Banque Paribas until becoming President of Banque Paribas (Suisse) in 1984-5. During his career, Mr. Weyer has been credited with innovating new forms of trade finance and lines of credit and was instrumental in the growth of several large oil trading firms; as well as supporting the development of oil and gas exploration companies. From 1988 to 1992, Mr. Weyer was special adviser to Banque Indosuez for energy matters. Since 1992, he has been President of ENERFIN in Geneva, Switzerland, an advisory firm providing investment banking services to junior oil and gas companies. Mr. Weyer joined GEOPARK in 2002 as an advisory board member and in 2003 as a Director. In April 2006, he was appointed as a Non-executive Director.</p>			
	Committee Memberships			
	Audit Committee, Chairman Remuneration Committee			
	Shares and Share Equivalents Held:			
	<b>Common Shares 232,872</b>			
	Stock Options Held:			
	<b>Date Granted</b>	<b>Expiry Date</b>	<b>Number Granted</b>	<b>Exercise Price Total Unexercised</b>
	Not Applicable			

 <b>Sir Michael R. H. Jenkins</b>  Age: 71  London, United Kingdom  Director Since: April 2006	<p>After graduating from Cambridge University in 1959, Sir Michael joined the British Diplomatic Service and served in several European capitals, including ten years in the European Commission in Brussels with terms as Chef de Cabinet to the Commissioner for Regional Policy, Principal Adviser to the EC President Roy Jenkins and Deputy Secretary-General of the Commission. Sir Michael was Assistant Under-Secretary of State at the Foreign &amp; Commonwealth Office responsible for European affairs and East/West relations before becoming Minister and deputy head of mission at the British Embassy in Washington D.C from 1986 to 1988. From 1988 to 1992, he was British Ambassador to The Netherlands. Sir Michael joined the board of investment bank Kleinwort Benson in 1993 as an executive director and became Vice-Chairman of Dresdner Kleinwort Wasserstein in 1996 with particular focus on the investment bank's continental European activities. Sir Michael was a non-executive director of the Dutch insurance group AEGON from 1995 to 2001; Chairman of the British Group of the Trilateral Commission from 1996 to 1998; and President of Boeing UK from 2003 to 2005. Sir Michael joined GEOPARK in April 2006.</p>			
	Committee Memberships			
	Nomination Committee, Chairman Audit Committee			
	Shares and Share Equivalents Held:			
	<b>Common Shares 18,194</b>			
	Stock Options Held:			
	<b>Date Granted</b>	<b>Expiry Date</b>	<b>Number Granted</b>	<b>Exercise Price Total Unexercised</b>
	Not Applicable			



**Peter Ryalls**

Age: 56

Norfolk, United Kingdom

Director Since: April 2006

Mr. Ryalls, who joined GEOPARK in April 2006, obtained a Master's Degree in Petroleum Engineering from Imperial College in London and began working in the oil industry in 1972 with oil service company Schlumberger in Angola, Gabon and Nigeria. Mr. Ryalls then joined Mobil North Sea and later Unocal where he worked in increasingly senior positions, including Managing Director in Aberdeen, and where he developed extensive experience in offshore production and drilling operations in the North Sea and internationally. In 1994, Mr. Ryalls represented Unocal in the Azerbaijan International Operating Company (AIOC) as Vice President of Operations based in Baku and was responsible for production, drilling, reservoir engineering and logistics. In 1998, Mr. Ryalls moved to Buenos Aires, Argentina as General Manager for Unocal in Argentina. He subsequently moved to Louisiana as Vice President of Unocal's Gulf of Mexico oil and gas business and then Vice President Global Engineering & Construction of Unocal -- responsible for the implementation of all major capital projects ranging from deepwater developments in Indonesia and the Gulf of Mexico to conventional oil and gas projects in Thailand. Mr. Ryalls strengths are in risk management across the project development cycle with a strong focus on health, safety and environment.

**Committee Memberships**

Remuneration Committee, Chairman  
Nomination Committee

**Shares and Share Equivalents Held:**

**Common Shares:** 18,194

**Stock Options Held:**

Date Granted	Expiry Date	Number Granted	Exercise Price	Total Unexercised
Not Applicable				



**Gerald Eugene O'Shaughnessy**

Age: 58

Wichita, Kansas, USA

Director Since: May 2002

Mr. O'Shaughnessy graduated from the University of Notre Dame with degrees in government and law, and thereafter practiced law until joining Lario Oil and Gas (his family company and one of the oldest independent oil and gas companies in the USA) as Senior Vice President. From 1986 until the present, Mr. O'Shaughnessy has focused on private venture capital investment activities, including international oil and gas exploration and development through the Globe Resources Group. In 1992, Mr. O'Shaughnessy acquired a geophysical service company which co-founded the first energy sector joint venture in Russia during perestroika and from 1992 to 1995 he initiated and managed the largest well servicing and rehabilitation project in Western Siberia, involving sophisticated logistical operations and the rehabilitation of 700 wells (increasing production from 0 to 100,000 bpd). Mr. O'Shaughnessy's participation in this project made him the first western partner of OAO Lukoil, and he subsequently entered into other partnerships with OAO Lukoil including building and managing one of the world's largest oilfield pump repair facilities. Mr. O'Shaughnessy co-founded GEOPARK in 2002.

**Committee Memberships**

Nomination Committee

**Shares and Share Equivalents Held:**

**Common Shares:** 6,611,425

**Stock Options Held:**

Date Granted	Expiry Date	Number Granted	Exercise Price	Total Unexercised
15-May-06	15-May-13	153,345	320 pence	153,345
15-May-06	15-May-13	306,690	400 pence	306,690



**James F. Park**

Age: 52

Buenos Aires,  
Argentina

Director Since:  
May 2002

Mr. Park has extensive experience in all phases of the upstream oil and gas business – with a strong background in the acquisition, implementation and management of international joint ventures, including assignments in North America, Latin America, Asia, Europe and the Middle East. He graduated from the University of California at Berkeley with a degree in geophysics, following which he worked as a research scientist in earthquake and tectonic studies. In 1978, Mr. Park joined an oil and gas exploration project in Guatemala (Basic Resources International Limited) which pioneered the development of commercial oil and gas production in Central America and, as a senior executive, was closely involved in the development of the company (including grass-roots exploration activities, drilling and production operations, surface and pipeline construction, legal and regulatory issues, crude oil marketing and transportation, and raising substantial investment funds). He remained as a member of the board of directors until the company was successfully sold in 1997. Mr. Park has also participated in projects in California, Louisiana, Argentina, Yemen, and China. Mr. Park has lived in Argentina and Chile since co-founding GEOPARK in 2002.

**Committee Memberships**

None

**Shares and Share Equivalents Held:**

**Common Shares:** 6,935,568

**Stock Options Held:**

Date Granted	Expiry Date	Number Granted	Exercise Price	Total Unexercised
15-May-06	15-May-13	153,345	320 pence	153,345
15-May-06	15-May-13	306,690	400 pence	306,690

**Auditors (Resolution 7)**

The Company, at each general meeting at which accounts are presented, appoints auditors to hold office until the close of the next such meeting. Grant Thornton UK LLP have indicated their willingness to continue in office. Accordingly, Resolution 7 reappoints Grant Thornton UK LLP as auditors to the Company to hold office until the close of the next such meeting, and authorises the Directors to fix their remuneration.

**Special business**

**Increase in the percentage of the Company’s outstanding common shares available to be issued under the Company’s share-based long term incentive program (Resolution 8)**

The Company currently operates an executive stock option plan (“the Stock Option Plan”) and in addition the IPO awards program provided for one-off grants of share awards at the time of the Company’s IPO.

To date 7% of the Company’s issued share capital has been allocated to IPO Awards (as to 2%) and options granted under the Stock Option Plan (as to 5%) and the Company is authorised to allocate a total of 8% pursuant to the Stock Option Plan.

Shareholders are being asked to approve an extension to the Company’s long term incentive program to allow the Company to grant stock options, conditional free share awards, stock appreciation rights and to operate an ongoing share purchase program by establishing new long term incentive plans (as described below and in the Appendix to this circular).

The Board believes that for the purpose of recruiting and retaining the best individuals it is necessary to extend the grant of share based incentives to a wider group of employees and therefore shareholders are being requested to approve an increase in the percentage of the Company’s share capital available for share based awards such that the combined maximum percentage available under both the existing option plan and the proposed new plans is 12%.

## **Approval of mandate for the Board of Directors of the Company to establish new long-term employee incentive plans (Resolution 9)**

The Board believes that the objectives of shareholder alignment and the attraction, motivation and retention of valuable executives and employees will be better achieved if the Company could offer employees and executives a wider range of share and cash based awards in addition to stock options.

Shareholders are therefore requested to approve a mandate for the Board to implement the Stock Options, Stock Award, Stock Appreciation and Stock Purchase Plans on the terms set out in the Appendix entitled "Proposed New Incentive Plans" enclosed with this circular.

## **Dissaplication of Pre-Emption Rights (Resolution 10).**

If the Directors wish to exercise the authority under Bye Law 8 and offer unissued shares for cash, the Company's Bye Laws require that unless shareholders have given specific authority for the waiver of the pre-emption rights contained in the Company's Bye Laws, the new shares be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash without first offering them to existing shareholders in proportion to their holdings.

Resolution 10 would authorise the Directors to disapply these pre-emption provisions. This would provide the Directors with a degree of flexibility to act in the best interests of the Company so that (i) the Company can follow normal practice in the event of a rights issue, open offer or other offer of securities in favour of the existing shareholders in proportion to their shareholdings; and (ii) shares may be issued for cash to persons other than existing shareholders up to an aggregate nominal value of US\$3,100 which is equivalent to approximately 10% of the issued share capital of the Company on June 2007, being the latest practicable date prior to the printing of this Notice. If given, the authority will expire at the conclusion of the Annual General Meeting in 2008 or, if earlier, 15 months following this Resolution being passed. It is intended to renew such authorization at successive Annual General Meetings.

## **Action to be taken by Shareholders**

You will find enclosed a form of proxy (white) for use at the AGM. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon, whether or not you intend to be present at the AGM. Forms of proxy should be returned so as to be received by the Company's registrars of the branch register, Computershare Investor Services (Channel Islands) Ltd., Ordnance House, 31 Pier Road, St. Helier, Jersey, JE4 8PW, UK or by the Company's registrar's of the principal register Coson Corporate Services Limited, Milner House, 18 Parliament Street, Hamilton, HM 12, Bermuda as soon as possible and in any event no later than 48 hours before the time appointed for holding the AGM.

## **Action to be taken by DI Holders**

You will find enclosed a voting instruction form (blue) for use at the AGM. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon, whether or not you intend to be present at the AGM. Voting instruction forms should be returned so as to be received by the GeoPark DI Depository, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS13 8AE as soon as possible and in any event so as to be received by 12.00 p.m. (London time) on 16 November 2007.

## **Recommendation**

Your Directors consider that the proposals described in this letter are in the best interests of the Company and therefore of the Shareholders as a whole and unanimously recommend Shareholders to vote in favour of all the resolutions to be proposed at the AGM, as they intend to do in respect of their own beneficial holdings.

Yours sincerely



Gerald O'Shaughnessy  
Chairman





**GEO PARK HOLDINGS LIMITED**

*(Incorporated in Bermuda with registered number 33273)*

**Notice of Annual General Meeting**

NOTICE IS HEREBY GIVEN that the 2007 Annual General Meeting of the Company will be held at Fairmont Hamilton Princess Hotel - Princess Louise Room, 76 Pitts Bay Road, Pembroke, Bermuda on 19 November 2007 at 16.00 p.m. for the following purposes:

**As ordinary business:**

1. To receive the report of the Directors and the audited accounts of the Company for the year ended 31 December 2006 together with the report of the Auditors on those audited accounts.
2. To re-elect James Franklin Park, who was appointed at the 2006 AGM to serve as Executive Director of the Company until the 2007 AGM and who, being eligible, offers himself for re-election as Executive Director;
3. To re-elect Gerald Eugene O'Shaughnessy, who was appointed at the 2006 AGM to serve as Executive Director of the Company until the 2007 AGM and who, being eligible, offers himself for re-election as Executive Director;
4. To re-elect Christian Maurice Weyer, who retires pursuant to Bye-Law 141.8 of the Company's Bye-Laws and who, being eligible, offers himself for re-election as Non-Executive Director;
5. To re-elect Sir Michael Romilly Heald Jenkins, who retires pursuant to Bye-Law 141.8 of the Company's Bye-Laws and who, being eligible, offers himself for re-election as Non-Executive Director;
6. To re-elect Peter Ryalls, who was appointed since the last Annual General Meeting and retires in accordance with Bye Law 131 of the Company's Bye Laws and who, being eligible, offers himself for re-election as Non-Executive Director;
7. To re-appoint Grant Thornton UK LLP as auditors to hold office from the conclusion of the meeting to the conclusion of the next Annual General Meeting and to authorise the Directors to fix the remuneration of the auditors.

**Special business:**

8. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**THAT** the maximum number of shares issuable pursuant to share awards granted under the Executive Stock Option Plan (the "Plan") and any new share based plans established by the Directors shall equal 12% of the outstanding share capital of the Company from time to time and further approve that the Directors are authorised to amend the terms of the Plan to give effect to such overall limit.

9. To consider and, if thought fit, pass the following resolution as an ordinary resolution:



**TO** authorise the Directors to adopt and take all other steps necessary to establish the Stock Options Plan, Stock Award Plan, the Stock Appreciation Plan and the Stock Purchase Plan on the terms set out in the Appendix to this Notice.

10. To consider and, if thought fit, to pass the following resolution as a Special Resolution (as defined in the Company's Bye Laws, see Note 12):

**THAT**, in substitution for all subsisting authorities to the extent unused the Directors be and they are hereby empowered, pursuant to Bye-Law 27 of the Company's Bye-Laws to allot Equity Securities (within the meaning of Bye-Law 25.1 of the Company's Bye-Laws) for cash pursuant to the authority given by Bye Law 8 of the Company's Bye Laws, as if Bye-Law 19 of the Company's Bye-Laws did not apply to any such allotment, provided that this power shall be limited to the allotment of Equity Securities (excluding any shareholder holding shares as treasury shares):

- (a) in connection with an offer of such securities by way of a rights issue or other issue in favour of holders of Ordinary Shares in the Company where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be practicable) to their respective holdings of Ordinary Shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory or otherwise howsoever); and
- (b) otherwise and pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of US\$3,100 which is equivalent to approximately 10% of the issued share capital of the Company on June 2007

and shall expire on the date being the earlier of 15 months from the date of the passing of this Resolution and the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution, if earlier, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offer or agreement.

By Order of the Board,

**Date:** 25 October 2007



Martin Perez de Solay  
Secretary

Registered office: Milner House, 18 Parliament Street, Hamilton, HM12, Bermuda

**Notes:**

- 1 A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote instead of that member. A proxy need not be a member of the Company.
- 2 Two (2) Members present in person or by proxy shall constitute a quorum.
- 3 The Chairman or Deputy Chairman of the Directors shall act as Chairman of the Annual General Meeting.
- 4 If a poll is duly demanded, the result of the poll shall be deemed to be the Resolution of the meeting. On a poll, every Member shall be entitled to one vote for each share held by him.
- 5 With the exceptions of Special Resolutions, any question proposed for consideration at a General Meeting shall be decided by a simple majority of votes cast.
- 6 The Directors of the Company shall be entitled to attend and be heard at any general meeting of the Members.
- 7 In the case of an equality of votes, the Chairman shall not be entitled to a second or casting vote and the motion under consideration shall fail.
- 8 A Form of Proxy (white) is provided with this Notice for shareholders. Completion and return of the Form of Proxy will not prevent a member from attending the meeting and voting in person. To be effective, the Form of Proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be deposited with the Company's registrars of the branch register, Computershare Investor Services (Channel Islands) Ltd., Ordnance House, 31 Pier Road, St. Helier, Jersey, JE4 8PW, UK or with or the Company's registrar's of the principal register Coson Corporate Services Limited, Milner House, 18 Parliament Street, Hamilton, HM 12, Bermuda not less than 48 hours before the time of the holding of the meeting or any adjournment thereof.
- 9 A Voting Instruction Form (blue) is provided with this Notice for DI holders. Completion and return of the Voting Instruction Form will not prevent a DI holder from attending the meeting and voting in person. To be effective, the Form of Pro Voting Instruction Form and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be deposited with the GeoPark DI Depositary, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS13 8AE as soon as possible and in any event so as to be received by 12.00 p.m. (London time) on 16 November 2007.
- 10 Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755), the Company has specified that only those members registered on the register of members of the Company at 12.00 p.m. on 19 October 2007 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the register of members after 12.01 p.m. on 19 October 2007 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 11 Copies of the service agreements between the Company and its Executive Directors will be available for inspection at the registered office of the Company from 10 a.m. to 12.00 p.m. on any weekday (Saturdays, Sundays and public holidays excluded) until the date of the meeting and also on the date and at the place of the meeting from 3.00 p.m. until the conclusion of the meeting.
- 12 For the purpose of the Bye Laws of the Company "Special Resolution" is defined as: "a resolution passed by a majority of the members of the Company who hold not less than 65 per cent. of the shares as (being entitled to do so) vote in person or by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a special resolution has been duly given".
- 13 All times specified in this notice are Bermuda time unless otherwise specified.



Appendix to the Notice of Annual General Meeting.

Performance-based Employee Long Term Incentive Program – Key Terms

**1. Objective**

GeoPark Holdings Limited (the “Company”) intends to align the interests of its management, employees and key advisors with those of the Company and its shareholders and implement a reward policy in line with the Company’s long term performance.

**2. Summary**

The Board of Directors of the Company (the “Board”) is proposing to implement the following new employee incentive plans (the “Plans”).

**Stock Options Plan**

This Plan rewards individuals in the form of an award of options, which can be exercised subject to continuing service in the Company, with an exercise price equal to the market value of the Company’s shares at the time of grant. There is a Stock Options Plan already in place and the Board will retain it.

**Stock Awards Plan**

This Plan rewards individuals in the form of free shares in the Company which can be exercised, subject to continuing service. Awards under this Plan may be granted in the form of conditional free shares or nil-cost options.

**Stock Purchase Plan**

This Plan allows individuals to buy Company shares from their salaries as part of a periodic scheme, with a free match to be determined by the Board. Participation in the Plan is voluntary and will be open to all employees, including directors.

**Stock Appreciation Plan**

This is a cash-based Plan which gives individuals the right to be paid in cash the equivalent of the appreciation in value of the shares subject to the award, after a defined period of time.

**3. Condition Precedent**

The Plans will be subject to clear and transparent performance benchmarks, both related to individual and Company performance over a period of time. The specific performance targets shall be determined by the Board or Remuneration Committee from time to time.

Each potential beneficiary shall know in advance what the performance targets are, and shall receive comprehensive and documented feedback with respect to his/her and the Company’s performance against the target.

Directors and senior management will be subject to more stringent performance criteria than the rest of the Plans’ beneficiaries.

#### **4. Key terms of each Plan**

- i. Stock Options Plan:** This Plan is already in place, and the Board will retain it. Its main elements are set out below for ease of reference.

  - a. Eligibility: Directors and key employees and advisors, selected at the discretion of the Board.
  - b. Timing: Can be granted on recruitment, during the period of 42 days following the announcement by the Company of its results for any period and at any other time the Board deems there are exceptional circumstances which justify the granting.
  - c. Number of Options: The Board will determine the maximum number of shares, over which individual options awards will be granted and total options awards will be granted in each year. Grantings capable of settlement through new issue will be subject to the proposed overall 12% dilution limit.
  - d. Options Pricing: Market value of the Company's shares at the time of grant.
  - e. Vesting: A vesting period of between one to five years from the time of grant will apply (as determined by the Board) during which the participant must remain with the Company.
  - f. Continuing Service: If the participant ceases employment he shall be entitled to exercise the options to the extent they have vested on the date of cessation subject to "good leaver" exceptions determined by the Board.
  - g. Change of Control and Winding Up of the Company: Options shall vest or become exercisable in full subject (if applicable) to appropriate achievement of the performance conditions as determined by the Board or the Remuneration Committee.
  
- ii. Stock Awards Plan:**

  - a. Eligibility: Directors, all employees and key advisors selected at the discretion of the Board.
  - b. Timing: Awards can be granted on recruitment; during the period of 42 days following the announcement by the Company of its results for any period and at any other time the Board deems there are exceptional circumstances which justify the granting.
  - c. Number of Shares: The Board will determine the maximum number of shares, over which individual awards will be granted and total awards will be granted in each year. Awards capable of settlement through new issue will be subject to the proposed overall 12% dilution limit.
  - d. Vesting: A vesting period of between one to five years from the time of grant will apply (as determined by the Board) during which the participant must remain with the Company.
  - e. Continuing Service: If the participant ceases employment he shall only acquire shares or receive cash to the extent the award is vested on the date of cessation subject to "good leaver" exceptions determined by the Board.

- f. Change of Control and Winding Up of the Company: Awards shall vest or become exercisable in full subject (if applicable) to appropriate achievement of the performance conditions as determined by the Board or the Remuneration Committee.

**iii. Share Purchase Plan:**

- a. Eligibility: Participation will be voluntary but offered to all employees (including directors) on the same terms.
- b. Timing and Purchase Scheme: Participants will commit a percentage of their salary (not exceeding 15%) to purchasing shares in the Company ("Invested Shares") over a period of not less than one year (the "Plan Period") to be determined by the Board.
- c. Number of Free Shares: The Company will grant a conditional free share award (the "Matching Share Award") to the participant equivalent to an appropriate percentage (the "Matching Percentage") determined by the Board and which may exceed 100% of the total Invested Shares acquired. The percentage will be determined by the Board in accordance with customary market practice on each launch of the Plan.
- d. Vesting: The Matching Share Award will vest, subject to continuing service, either at the end of the Plan Period or over a longer period of time determined by the Board provided the participant retains his Invested Shares at least for the duration of the Plan Period.
- e. Continuing Service and Change of Control and Winding Up of the Company: If a participant ceases employment during the Plan Period or there is a change of control or winding-up of the Company, his Matching Share Award will vest on the basis of the number of Invested Shares which have been acquired on the vesting date and the applicable Matching Percentage.
- f. Purchase or Issue of Matching Shares: The shares required to satisfy the Matching Share Awards will be acquired by the Company in the market or sourced through new issue. Matching Share Awards capable of settlement through new issue will be subject to the proposed overall 12% dilution limit.
- g. Retention: Although the Invested Shares belong to the participant, he/she will be required to retain them during the Plan Period (by depositing them with the Company's employee benefit trust or lodging their share certificate with the Company).

**iv. Stock Appreciation Rights Plan:**

- a. The program pays the difference in cash (provided it yields a positive value) between the price of the equivalent stock at granting and at the end of the relevant period, times the number of equivalent shares awarded to the employee.
- b. Eligibility: Directors, all employees and key advisors selected at the discretion of the Board.
- c. Timing: Awards can be granted on recruitment, during the period of 42 days following the announcement by the Company of its results for any period and at any other time the Board deems there are exceptional circumstances which justify the granting.

- d. Number of Shares to be used as Reference: The Board will determine the maximum number of shares, over which individual options awards will be granted and total awards will be granted in each year.
- e. Pricing: The Board may determine a base price different from the market's at the granting date.
- f. Vesting: A vesting period of between one to five years from the time of grant will apply (as determined by the Board) during which the participant must remain with the Company.
- g. Continuing Service: If the participant ceases employment he shall only receive cash to the extent the award is vested on the date of cessation subject to "good leaver" exceptions determined by the Board.
- h. Change of Control and Winding Up of the Company: Awards shall vest or become exercisable in full subject (if applicable) to appropriate achievement of the performance conditions as determined by the Remuneration Committee of the Company or the Board.