



**GEPARK**

**GEPARK HOLDINGS LIMITED**  
This document is important and requires  
your immediate attention

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, as amended, if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in GeoPark Holdings Limited please forward this document, together with the accompanying documentation, with the exception of the Form of Proxy or Form of Instruction, 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 number 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 2013 Annual General Meeting which is to be held on 30 July 2013 at 10 a.m. (Bermuda time) at the Executive Board Room, Cox Hallett Wilkinson Limited, Cumberland House, 9th Floor, 1 Victoria Street, Hamilton HM11, Bermuda.
- Annual Report and Accounts for the year ended 31 December 2012 and Auditors' Report.
- Form of Proxy.
- Form of Instruction.



**GEO PARK HOLDINGS LIMITED**

(Incorporated in Bermuda with registered  
number EC33273)

**Directors:**

Gerald O'Shaughnessy (Chairman)

James F. Park

Peter Ryalls

Juan Cristóbal Pavez

Carlos Alberto Gulisano

Steven J. Quamme

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**Registered office:**

Cumberland House

9th Floor

1 Victoria Street

Hamilton HM11

Bermuda

**11 June 2013**

## 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 10:00 a.m. (Bermuda time) on 30 July 2013 at the Executive Board Room, Cox Hallett Wilkinson Limited, Cumberland House, 9th Floor, 1 Victoria Street, Hamilton HM11, Bermuda. The formal notice of the AGM and further details relating to the resolutions to be proposed are enclosed with this letter.

### Ordinary Business

#### Annual Report and Accounts (Resolution 1 – Ordinary Resolution)

The Directors will present to Shareholders at the AGM the Annual Report and Accounts for the year ended 31 December 2012, together with the Directors’ report and the Auditors’ report on the 2012 Financial Statements.

#### Re-appointment of Directors (Resolutions 2 to 7 – Ordinary Resolutions)

James Franklin Park and Gerald Eugene O’Shaughnessy, who were re-appointed to the Board at the 2012 AGM of the Company to serve until the 2013 AGM, retire in accordance with the Company’s Bye-Laws and offer themselves for re-election as Executive Directors.

Peter Ryalls, who was re-appointed to the Board at the 2012 AGM of the Company to serve until the 2013 AGM, retires in accordance with the Company’s Bye-Laws and offers himself for re-election as Non-Executive Director.

Juan Cristóbal Pavez, who was re-appointed to the Board at the 2012 AGM of the Company to serve until the 2013 AGM, retires in accordance with the Company’s Bye-Laws and offers himself for re-election as Non-Executive Director.

Carlos Alberto Gulisano, who was appointed to the Board at the 2012 AGM of the Company to serve until the 2013 AGM, retires in accordance with the Company’s Bye-Laws and offers himself for re-election as Non-Executive Director.

Steven J. Quamme, who was re-appointed to the Board at the 2012 AGM of the Company to serve until the 2013 AGM, retires in accordance with the Company’s Bye-Laws and offers himself for re-election as Non-Executive Director.

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 7 propose the reappointment of all the retiring Directors.

Please see below brief biographical details of each of the Directors standing for re-election pursuant to Resolutions 2 to 7. Your Board values the individual contributions of each of the Directors referred to above and is keen to retain their services. Accordingly, your Board recommends that you vote in favour of each of the Resolutions 2 to 7 re-appointing each of the Directors.

#### Peter Ryalls



Age: 63

Norfolk,  
United Kingdom

Director Since:  
April 2006

Mr. Ryalls 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 onshore 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. Mr. Ryalls became a Non-Executive Director of GeoPark in April 2006.

#### Committee Memberships

Remuneration Committee - Member  
Audit Committee - Member

#### Shares and Share Equivalents Held

Common Shares 41,133

#### Stock Options Held

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

#### Juan Cristóbal Pavez



Age: 43

Santiago de Chile,  
Chile

Director Since:  
August 2008

Mr. Pavez graduated from the Universidad Católica de Chile (Catholic University of Chile) in 1992 with a degree in Commercial Engineering, and then joined Grupo CB (CB Group) as a research analyst. Thereafter, he obtained an MBA from the Massachusetts Institute of Technology. He was then portfolio analyst at Moneda Asset Management until 1998, when he joined Santana, an investment company, as CEO. At Santana he focused mainly on investments in capital markets and real estate. While at Santana, he was appointed interim CEO of Laboratorios Andrómaco (Andrómaco Laboratories), one of Santana’s principal assets. In 1999, Mr. Pavez co-founded Eventures, an internet company with subsidiaries in Argentina and Brazil. Since 2001 he has been CEO at Centinela, a company with diversified global investments, with a special focus in the energy industry, through the development of wind parks and run-of-the-river hydropower plants. Mr. Pavez is also a board member of Grupo Security, Vida Security, and Chairman of Hidroeléctrica Totoral. Mr. Pavez became a Non-Executive Director of GeoPark in August 2008.

#### Committee Memberships

Audit Committee - Member  
Remuneration Committee - Chairman

#### Shares and Share Equivalents Held

Common Shares 7,008 (held personally)  
2,162,804 (held through Socoservin Overseas Limited)\*

#### Stock Options Held

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

\* This company is held 100% by persons connected with Mr. Pavez.

**Carlos Gulisano**



**Age:** 62

Buenos Aires, Argentina

**Director Since:** July 2010

Dr. Gulisano is a respected leader in the fields of petroleum geology and geophysics in Latin America and has over 30 years of successful exploration, development and management experience in the oil and gas industry. Dr. Gulisano has worked with YPF, Petrolera Argentina San Jorge, Chevron and GeoPark and has been a leader on teams credited with significant oil and gas discoveries (including the giant Trapial Field in Argentina). He has worked in Argentina, Bolivia, Peru, Ecuador, Colombia, Venezuela, Brazil, Chile, and USA. Dr. Gulisano holds a B.Sc in Geology, a postgraduate degree in Petroleum Engineering and a PhD in Geology from the University of Buenos Aires and has authored and co-authored over 40 technical papers. He is a former adjunct professor at the Universidad del Sur, a former thesis director at the University of La Plata, and a former scholarship director at CONICET (the national technology research council) in Argentina. Dr. Gulisano has been a key element of GeoPark's growth – as an adviser since 2002 and as the Managing Director from February 2008 until June 2010.

**Committee Memberships**  
None

**Shares and Share Equivalents Held**  
Common Shares 1,469

**Stock Options Held**

Date Granted	Expiry Date	Number Granted	Exercise Price	Total Unexercised
15-May-06	15-May-13	50,000	400 pence	50,000

**Stock Awards Held**

Date Granted	Expiry Date	Number Granted	Exercise Price	Total Unexercised
15-Dec-08	15-Dec-18	100,000	0.001 US\$	100,000

**Gerald Eugene O'Shaughnessy**



**Age:** 64

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 - Member

**Shares and Share Equivalents Held**  
Common Shares 7,073,872

**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
23-Nov-12	23-Nov-16	270,000	0.001 US\$	270,000

**James F. Park**



**Age:** 58

Buenos Aires, Argentina

**Director Since:** May 2002

Mr. Park has over 35 years of 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 which pioneered the development of commercial oil and gas production in Central America and, as a senior executive and board member, 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), with its sale 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 and has been GeoPark's Chief Executive Officer since its founding.

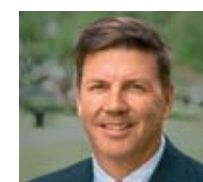
**Committee Memberships**  
None

**Shares and Share Equivalents Held**  
Common Shares 6,983,068

**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
23-Nov-12	23-Nov-16	450,000	0.001 US\$	450,000

**Steven J. Quamme**



**Age:** 53

Washington, DC, USA

**Director Since:** June 2011

Mr. Quamme has 25 years of successful experience as a securities lawyer, private equity investor and investment banker. He is a recognised expert in corporate governance and has been a member of over 15 Boards of Directors including public companies, private companies and non-profit organisations. Mr. Quamme is the co-founder and President of Cartica Management, a registered investment advisor focused exclusively on emerging markets. Cartica Management, manages a series of private investment funds investing in listed equities in 24 countries. From 2005-2007, Mr. Quamme was the co-founder and COO of Breeden Partners, a US\$ 1.5 billion corporate governance fund. In addition, from 2002-2007, Mr. Quamme was a Senior Managing Director of Richard C. Breeden & Co., the leading professional services firm focused exclusively on corporate governance and crisis management. From 2000-2005, Mr. Quamme was the founder and CEO of Milestone Merchant Partners, a full service merchant bank based in Washington D.C. and the parent of International Equity Partners, a sponsor of emerging markets private equity funds for many of the world's largest institutional investors. Mr. Quamme received a BA in Economics from Northwestern University and a Juris Doctor degree from the Northwestern University School of Law where he is a member of the Law School Board. He began his career as a securities and M&A attorney at Baker Botts. Mr. Quamme has been a member of the board of directors of GeoPark Holdings since June 2011.

**Committee Memberships**  
None

**Shares and Share Equivalents Held**  
Common Shares 3,336,145 (held by Cartica Corporate Governance Fund, L.P.)  
1,379,570 (held by Cartica Investors, L.P.)  
261,257 (held by Cartica Capital Partners Master, L.P.)  
5,871 (held personally for the benefit of the Cartica funds)

**Stock Options Held**

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

#### **Auditors (Resolution 8 – Ordinary Resolution)**

The Company, at each general meeting at which accounts are presented, appoints auditors to hold office until the close of the next such meeting. PricewaterhouseCoopers LLC has been invited to act as Auditors and they have accepted the appointment. Accordingly, it is proposed by Resolution 8 to re-appoint PricewaterhouseCoopers LLC as auditors to the Company to hold office until the close of the next such meeting.

#### **Auditors Remuneration (Resolution 9 – Ordinary Resolution)**

Resolution 9 authorises the Directors to fix the remuneration of PricewaterhouseCoopers LLC.

#### **Special Business**

#### **Alteration of Corporate Name (Resolution 10 – Ordinary Resolution)**

It is proposed by Resolution 10 to change the Company's name from GeoPark Holdings Limited to GeoPark Limited. It consists of a minor modification to the name, by eliminating the word "Holdings".

#### **Authority to allot shares pursuant to Bye-Law 9 (Resolution 11 - Ordinary Resolution)**

The authority conferred to the Directors to allot further shares in the Company requires the prior authorisation of the shareholders in general meeting under the Bye-Laws. Resolution 11 would authorise the Directors (pursuant to paragraph (a) of the Resolution) to allot shares up to an aggregate nominal amount of US\$ 14,500.45 which is approximately one-third of the nominal value of the Company's common shares in issue as at 10 June 2013, being the latest practicable date before the publication of this Notice. This authority will expire immediately following the AGM in 2014 or on the date falling 15 months from the date of this AGM, whichever is earlier.

In addition, in accordance with guidance from the Association of British Insurers (ABI) on the expectations of institutional investors in relation to the authority of directors to allot shares, upon the passing of Resolution 11, the Directors will have authority (pursuant to paragraph (b) of the Resolution) to allot common shares in connection with a rights issue in favour of the holders of common shares up to an aggregate nominal amount of US\$ 29,000.90 as reduced by the nominal amount of any shares issued under paragraph (a) of Resolution 11. This amount (before any reduction) represents approximately two-thirds of the nominal value of the Company's common shares in issue as at 10 June 2013, being the latest practicable date before the publication of this Notice. This authority will also expire immediately following the next AGM or on the date falling 15 months from the date of this AGM, whichever is earlier.

As a result, if Resolution 11 is passed, the Directors could allot shares representing up to two-thirds of the current issued share capital pursuant to a rights issue.

The Directors will continue to seek to renew these authorities at each AGM, in accordance with current best practice. The Directors have no present intention of exercising either of the authorities sought under this Resolution other than under paragraph (a) under GeoPark's employee stock ownership programme.

#### **Dissipation of Pre-Emption Rights (Resolution 12 – Special Resolution)**

If the Directors wish to exercise the authority under Bye-Laws 19 to 30 (inclusive) 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 12 would authorise the Directors to do this by allowing the Directors to allot shares for cash (i) by way of a rights issue (subject to certain exclusions), or by way of an open offer or other offer of securities (not being a rights issue) in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions) or (ii) otherwise up to an aggregate nominal value of US\$ 4,350 which is equivalent to approximately 10 per cent of the issued common shares of the Company on 10 June 2013, 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 2014 or on the date falling 15 months after the date of this AGM, whichever is earlier. The Directors intend to renew such power at successive AGMs in accordance with current best practice.

The Directors have no present intention of issuing any further shares pursuant to the authorities to be granted under this Resolution, other than under GeoPark's employee stock ownership programme but they consider its grant to be appropriate in order to preserve maximum flexibility for the future.

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

You will find enclosed a Form of Proxy 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 (Jersey) Limited - c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, UK or by the Company's registrars of the principal register Coson Corporate Services Limited, Cumberland House, 9th Floor, 1 Victoria Street, Hamilton HM11, Bermuda as soon as possible and in any event it has to be received by 12:00 noon (British Summer Time) on 25 July 2013.

#### **Action to be taken by Holders of Depositary Interests (DI)**

You will find enclosed a Form of Instruction for use at the AGM. Please complete, sign and return the enclosed Form of Instruction 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 Depositary, Computershare Investor Services PLC - The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, UK, as soon as possible and in any event it has to be received by 12:00 noon (British Summer Time) on 24 July 2013.

#### **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 beneficial holdings representing, in aggregate, 48.85% of the issued share capital of the Company.

Yours sincerely



**Gerald E. 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 2013 Annual General Meeting of the Company will be held at the Executive Board Room, Cox Hallett Wilkinson Limited, Cumberland House, 9th Floor, 1 Victoria Street, Hamilton HM11, Bermuda, on 30 July 2013 at 10:00 a.m. (Bermuda time) 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 2012 together with the report of the Auditors on those audited accounts.
2. To re-elect James Franklin Park, to serve as Executive Director of the Company until the conclusion of the Annual General Meeting of the Company to be held in 2014.
3. To re-elect Gerald Eugene O'Shaughnessy, to serve as Executive Director of the Company until the conclusion of the Annual General Meeting of the Company to be held in 2014.
4. To re-elect Peter Ryalls, to serve as Non-Executive Director of the Company until the conclusion of the Annual General Meeting of the Company to be held in 2014.
5. To re-elect Juan Cristóbal Pavez to serve as Non-Executive Director of the Company until the conclusion of the Annual General Meeting of the Company to be held in 2014.
6. To re-elect Carlos Gulisano to serve as Non-Executive Director of the Company until the conclusion of the Annual General Meeting of the Company to be held in 2014.
7. To re-elect Steven J. Quamme to serve as Non-Executive Director of the Company until the conclusion of the Annual General Meeting of the Company to be held in 2014.
8. To re-appoint PricewaterhouseCoopers LLC as Auditors of the Company to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting.
9. To authorise the Directors to fix the remuneration of the Auditors.

#### As Special Business:

10. To consider and, if thought fit, to pass the following resolution as a Resolution of the Members:

**THAT**, the Company's name is to be changed from GeoPark Holdings Limited to GeoPark Limited.

11. To consider and, if thought fit, to pass the following resolution as a Resolution of the Members:

**THAT**, in substitution for all existing authorities to the extent unused, the Directors be and are hereby generally and unconditionally authorised, pursuant to Bye-Law 9 of the Company's Bye-Laws to exercise all the powers of the Company to allot Relevant Securities (within the meaning of Bye-Law 9) and to grant rights to subscribe for, or to convert any security into, shares in the Company:

a. up to an aggregate nominal amount of US\$ 14,500.45, representing 14,500,454 common shares (such amount to be reduced by the nominal amount of any Relevant Securities allotted or granted under paragraph (b) of this Resolution in excess of US\$14,500.45); and

b. comprising Relevant Securities up to an aggregate nominal amount of US\$ 29,000.90, representing 29,000,908 common shares (such amount to be reduced by any shares allotted or rights granted under paragraph (a) of this Resolution) in connection with an offer by way of a rights issue:

b.1 to holders of common shares in proportion (as nearly as may be practicable) to their existing holdings; and

b.2 to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that those Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter.

The authorities conferred on the Directors under paragraphs (a) and (b) above shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this Resolution or 15 months from the date of this Annual General Meeting, whichever is earlier, save that under each authority the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or to convert any security into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the relevant authority conferred hereby had not expired.

12. 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**, subject to the passing of Resolution 11 above and 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 Resolution 11, as if Bye-Law 19 of the Company's Bye-Laws did not apply to any such allotment, provided that this power:

**a.** shall be limited to the allotment of Equity Securities (excluding any shareholder holding shares as treasury shares) in connection with an offer of Equity Securities (but in the case of the authority granted under paragraph (b) of Resolution 11, by way of a rights issue only):

**a.1** to holders of common shares in proportion (as nearly as may be practicable) to their existing holdings; and  
**a.2** to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and

**b.** in the case of the authority granted under paragraph (a) of Resolution 11, shall be limited to the allotment (otherwise than under paragraph (a) of this Resolution 12) of Equity Securities up to an aggregate nominal amount of US\$ 4,350 which is equivalent to approximately 10% of the issued share capital of the Company on 10 June 2013;

and such power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or on the date falling 15 months from the date of this Annual General Meeting, whichever is 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 the Directors may allot Equity Securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

By Order of the Board,

Date: 11 June 2013



**Pedro Aylwin Chiorrini,**  
Secretary

Registered office: Cumberland House, 9<sup>th</sup> Floor,  
1 Victoria Street, Hamilton HM11, 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 AGM.

**4.** If a poll is duly demanded, the result of the poll shall be deemed to be the Resolution of the AGM. 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 is provided with this Notice for Shareholders. Completion and return of the Form of Proxy will not prevent a Member from attending the AGM 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 (Jersey) Limited - c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, UK or with the Company's registrar's of the principal register Coson Corporate Services Limited, Cumberland House, 9th Floor, 1 Victoria Street, Hamilton HM11, Bermuda as soon as possible and in any event so as to be received by 12:00 noon (British Summer Time) on by 25 July 2013 before the time of the holding of the AGM or any adjournment thereof.

**9.** A Form of Instruction is provided with this Notice for Depositary Interests (DI) holders. Completion and return of the Form of Instruction will not prevent a DI holder from attending the meeting and voting in person. To be effective, the Form of Instruction 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, BS99 6ZY, UK, as soon as possible and in any event so as to be received by 12:00 noon (British Summer Time) on by 24 July 2013.

**10.** Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755), only the holders of common shares registered in the register of members of the Company at 12:00 pm on 10 June 2013 shall be entitled to attend and vote or to be represented at the meeting in respect of the shares registered in their name at that time. Changes to entries on the register after 12:01 pm on 10 June 2013 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 10:00 am to 12:00 noon 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, 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% of the shares as (being entitled to do so) vote in person or by proxy at a general meeting of the Company notice of which 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.





ANNUAL GENERAL MEETING  
Hamilton, Bermuda 30 July 2013

[WWW.GEO-PARK.COM](http://WWW.GEO-PARK.COM)

## Form of Proxy - Annual General Meeting to be held on 30 July 2013

To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 25 July 2013 at 12.00 noon British Summer Time.

### Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 4040 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 10 June 2013. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 707 4040 to request a change of address form or go to [www.investorcentre.co.uk/je](http://www.investorcentre.co.uk/je) to use the online Investor Centre service.
6. Any alterations made to this form should be initialled.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Jersey) Limited accept no liability for any instruction that does not comply with these conditions.

#### All Named Holders

# Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.  
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



	*
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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of Geopark Holdings to be held at **Executive Board Room, Cox Hallett Wilkinson Limited, Cumberland House, 9th Floor, 1 Victoria Street, Hamilton HM11, Bermuda** on **30 July 2013** at **10.00 am (Bermuda Time)**, and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



## Ordinary Business

- |  | For                      | Against                  | Vote<br>Withheld         |
|--|--------------------------|--------------------------|--------------------------|
| 1. To receive the report of the Directors and the audited accounts.    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect James Franklin Park.                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Gerald Eugene O'Shaughnessy.                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect Peter Ryalls.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Juan Cristobal Pavez.                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Carlos A. Gulisano.                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Steven J. Quamme.                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-appoint PricewaterhouseCoopers LLC as auditors.               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To authorise the Directors to fix the remuneration of the auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Special Business

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 10. To authorise the change on the Company's name. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To authorise the Directors to allot shares.    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To dis-apply pre-emption rights.               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Intention To Attend

Please indicate if you intend to attend the AGM

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

## Signature

## Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



Holder Reference Number

## Form of Instruction - Annual General Meeting to be held on 30 July 2013

To be effective, all forms of instruction must be lodged at the office of the Depositary at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 24 July 2013 at 12:00 noon (British Summer Time).

### Explanatory Notes:

1. Please indicate, by placing "X" in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a Resolution.
3. Any alterations made in this form should be initialled.
4. To give an instruction via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 12:00 noon (British Summer Time) on 24 July 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
5. The completion and return of this form will not preclude a holder from attending the meeting and voting in person. Should the holder, or a representative of that holder wish to attend the meeting and/or vote at the meeting, they must notify the Depositary in writing or email UKALLDITeam2@computershare.co.uk
6. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depositary Interest Register at close of business on 10 June 2013. Changes to entries on the Depositary Interest Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Computershare Investor Services PLC (the "Depositary") and the Custodian accept no liability for any instruction that does not comply with these conditions.

#### All Named Holders

# Form of Instruction



Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby instruct the Custodian "Computershare Company Nominees Limited" to vote on my/our behalf at the Annual General Meeting of **Geopark Holdings Limited** to be held at the **Executive Board Room, Cox Hallett Wilkinson Limited, Cumberland House, 9th Floor, 1 Victoria Street, Hamilton HM11, Bermuda**, on **30 July 2013 at 10:00 a.m. (Bermuda Time)** and at any adjournment thereof.

## Ordinary Business

- |   | For                      | Against                  | Vote Withheld            |
|---|--------------------------|--------------------------|--------------------------|
| 1 To receive the report of the Directors and the audited accounts.    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To re-elect James Franklin Park.                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To re-elect Gerald Eugene O'Shaughnessy.                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To re-elect Peter Ryalls.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 To re-elect Juan Cristobal Pavez.                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 To re-elect Carlos A. Gulisano.                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 To re-elect Steven J. Quamme.                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8 To re-appoint PricewaterhouseCoopers LLC as auditors.               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9 To authorise the Directors to fix the remuneration of the auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Special Business

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 10 To authorise the change of Company's Name.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11 To authorise the Directors to allot shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12 To dis-apply pre-emption rights.            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Signature

## Date

DD / MM / YY

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

