

Amendment to previous notice

Website link provided in the document for appointing a proxy on line has been updated to <http://vote.linkmarketservices.com/IKE>



Get the measure of your world

Notice of Annual Shareholders Meeting

ikeGPS Group Limited (*'the Company'*)

Notice

We hereby invite you to join us for the annual shareholders meeting which will be held at The Cable Room Mac's Function Centre, Shed 22, Corner of Taranaki & Cable Street, Wellington, on Thursday 31st August 2017, at 2pm (New Zealand Standard Time)

Items of business

The business of the meeting will be:

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

To receive and consider the financial statements of the Company for the year ended 31 March 2017, together with the auditor's report on such financial statements, both as contained in the Company's 2017 Annual Report.

- (e) **Resolutions:**

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

- Item 1 That the directors are authorised to fix the auditor's remuneration.
- Item 2 That Mr Fred Lax is re-elected as a director of ikeGPS Group Limited.
- Item 3 That Mr Rick Christie is re-elected as a director of ikeGPS Group Limited.

Notes:

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

By order of the ikeGPS Group Limited Board

A handwritten signature in black ink, appearing to read "Rick Christie", is written over a faint, light-colored circular stamp or watermark.

Rick Christie

Chairman

04 August, 2017

Explanatory notes

Explanatory Note 1: Approval of Board fixing remuneration of auditor

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

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

Explanatory Note 2: Re - election of directors

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

***Mr. Lax** is an executive leader with extensive global experience in the telecommunications industry. He was formerly a director for 8 years of NASDAQ listed Ikanos Communications Inc. and former Chief Executive Officer and President of Tekelec Inc*

***Mr. Christie** Former Chairman of Ebos Group. Experience as a director on a number of other major boards, including TVNZ. Previously CEO of investment company Rangatira Ltd. 21 years' management experience in the international oil and gas industry.*

The Board unanimously supports the re-election of both Messrs Lax and Christie.

IMPORTANT INFORMATION

Voting entitlements

Voting entitlements for the Annual Shareholders Meeting will be determined as at 2:00pm (New Zealand Standard Time) on Tuesday 29th August 2017. Registered ikeGPS shareholders at that time will be the only persons entitled to vote at the Annual Shareholders Meeting, and only the ikeGPS shares registered in those ikeGPS shareholders' names at that time may be voted at the Annual Meeting.

Voting in person

If you are entitled to vote and wish to do so in person, you should attend the Annual Shareholders Meeting. Please bring your Proxy Form with you to the meeting.

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

Voting by proxy

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

If you appoint a proxy you may either direct your proxy how to vote for you or you may give the proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion then you should make the appropriate election, either online or on the Proxy Form, to grant your proxy that discretion. You will be deemed to have given your proxy discretion if you do not make an election in relation to any of resolutions 1 to 3.

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

A Proxy Form accompanies this Notice of Annual Meeting.

If you do not propose to attend the Annual Meeting but wish to be represented by proxy, you can appoint a proxy **online** by going to <http://vote.linkmarketservices.com/IKE>
Alternatively, you can complete the Proxy Form and either:

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

The online proxy appointments must be lodged with, and the completed Proxy Forms received by, Link Market Services Limited no later than 2pm (New Zealand Standard Time), Tuesday 29th August 2017.

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

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

Annual Report

The 2017 Annual Report is available on the ikeGPS website.

Please go to: <http://ikegps.com/wp-content/uploads/2017/07/ikeGPS-2017-Annual-Report.pdf>

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



Get the measure of your world

LODGEYOUR PROXY

Online

<http://vote.linkmarketservices.com/IKE>

Scan&Email

meetings@linkmarketservices.co.nz

Fax

+64 9 375 5990

Deliver

Link Market Services
Level 11, Deloitte Centre
80 Queen Street, Auckland 1010

Mail

Use the enclosed reply paid envelope or address to:

Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE

General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM FOR THE 2017 ANNUAL MEETING

The Annual Shareholders Meeting of ikeGPS Group Limited ("ikeGPS Group Limited") will be held at the Cable Room, Mac's Function Centre, Shed 22, Corner of Taranaki & Cable Street, Wellington, on Thursday 31 August 2017 at 2pm (New Zealand Standard Time). For your proxy to be effective it must be received by 2pm (New Zealand Standard Time), Tuesday 29 August 2017.

APPOINTMENT OF PROXY

If you do not plan to attend the meeting, you may appoint a proxy. The Chairman of the meeting or any other director is willing to act as proxy for any shareholder who appoints him or her for that purpose. If, in appointing your proxy, you do not name a person as your proxy (either online or on this Proxy Form), or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and may vote only in accordance with your express direction.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each item of business (resolutions 1 to 3). If you do not make an election in respect of a resolution your proxy may vote as they choose.

If you make more than one election in respect of a resolution your vote will be invalid on that resolution.

Appointing the Chairman of the meeting or a director as your proxy

If you expressly appoint the Chairman of the meeting or any other director as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that they may exercise your vote even if they have an interest in the outcome of that resolution.

The Chairman of the meeting and the directors intend to vote all discretionary proxies in favour of resolutions 1 to 3.

ATTENDING THE MEETING

If you wish to vote in person, you should attend the meeting. Please bring this Proxy Form with you to the meeting to assist with your registration.

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

SIGNING INSTRUCTIONS FOR PROXY FORMS

Individual

Where the holding is in one name, the security holder must sign.

Joint holding

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney

If this Proxy Form has been signed by an attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Company

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

Go online to <http://vote.linkmarketservices.com/IKE> to appoint and give directions to your proxy or turn over to complete the form.

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of ikeGPS Group Limited

Hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, the proxy will vote as he/she sees fit, subject to any applicable restrictions in the NZX Main Board Listing Rules) at the **Cable Room, Mac's Function Centre, Shed 22, Corner of Taranaki & Cable Street, Wellington, on Thursday 31 August 2017 at 2pm (New Zealand Standard Time)** and at any adjournment of that meeting. If you wish, you may appoint as your proxy 'The Chairman of the Meeting' or any other director.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS	FOR	AGAINST	PROXY DISCRETION	ABSTAIN
To consider, and if thought fit, to pass the following ordinary resolutions				
Item 1 That the directors are authorized to fix the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 That Mr Fred Lax is re-elected as a director of ikeGPS Group Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 That Mr Rick Christie is re-elected as a director of ikeGPS Group Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders Meeting will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Shareholders Meeting but would like to ask a question you can submit a question online by going to <http://vote.linkmarketservices.com/IKE> and completing the online validation process or complete the question section below and return to Link Market Services in the reply paid envelope enclosed. Questions will need to be submitted by Thursday 24 August 2017. The Board will address and answer questions at the Annual Shareholders Meeting.

Question:

SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed.

Security holder1

or duly authorised officer or attorney

Security holder2

or duly authorised officer or attorney

Security holder3

or duly authorised officer or attorney

Date _____

Daytime Phone number _____

Electronic Investor Communications:

If you received the Notice of Meeting & Proxy by mail and wish to receive your future investor communications by email please provide your email address below.