



NYSE Foreign Private Issuer Section 303A Written Affirmation

Issuer GeoPark Limited	Exchange NYSE	WA Year 2019	WA Type¹ Annual
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Notice of Non-compliance:

- Yes ²
- No

Part I

INSTRUCTIONS: Companies listed on the New York Stock Exchange (the “Exchange” or “NYSE”) must comply with the applicable corporate governance requirements set forth in Section 303A of the NYSE Listed Company Manual (the “Manual”) . This form is to be used by foreign private issuers (as such term is defined in Rule 3b-4 under the Exchange Act) listed on the NYSE and, pursuant to Section 303A.00 of the Manual, is subject to the requirements of Sections 303A.06, 303A.11, 303A.12(b), and 303A.12(c) of the Manual. Please provide the information for each audit committee member currently serving, or who will be serving as of the day of listing.³

Audit Committee Members

Director Name	10A-3 Ind. ⁴	Audit Committee Member Exemption
Robert Bedingfield	Yes	No Exemption Taken
Juan Cristóbal Pavez	Yes	No Exemption Taken
Constantine Papadimitriou	Yes	No Exemption Taken

Please provide the following information for each audit committee member identified in the chart above. Alternatively, a reference to the location of the disclosure in the Company's public U.S. Securities and Exchange Commission ("SEC") filings can be provided.

- Brief biography.
- Share ownership in the Company.
- Brief description of any direct or indirect consulting, advisory, or other compensatory fee arrangement with the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(A).
- Indication of whether the audit committee member is an affiliated person of the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(B).

Robert Bedingfield has been a member of our board of directors since March 2015. He holds a degree in Accounting from the University of Maryland and is a Certified Public Accountant. Until his retirement in June 2013, he was one of Ernst & Young's most senior Global Lead Partners with more than 40 years of experience, including 32 years as a partner in Ernst & Young's accounting and auditing practices, as well as serving on Ernst & Young's Senior Governing Board. He has extensive experience serving Fortune 500 companies; including acting as Lead Audit Partner or Senior Advisory Partner for Lockheed Martin, AES, Gannett, General Dynamics, Booz Allen Hamilton, Marriott and the US Postal Service. Since 2000, Mr. Bedingfield has been a Trustee, and at times an Executive Committee Member, and the Audit Committee Chair of the University of Maryland at College Park Board of Trustees. Mr. Bedingfield served on the National Executive Board (1995 to 2003) and National Advisory Council (since 2003) of the Boy Scouts of America. Since 2013, Mr. Bedingfield has also served as Board Member and Chairman of the Audit Committee of NYSE-listed Science Applications International Corp (SAIC).

Juan Cristóbal Pavez has been a member of our board of directors since August 2008. He holds a degree in commercial engineering from the Pontifical Catholic University of Chile and an MBA from the Massachusetts Institute of Technology. He has worked as a research analyst at Grupo CB and later as a portfolio analyst at Moneda Asset Management. In 1998, he joined Santana, an investment company, as Chief Executive Officer, where he focused mainly on investments in capital markets and real estate. While at Santana, he was appointed Chief Executive Officer of Laboratorios Andrómaco, one of Santana's main assets. In 1999, Mr. Pavez co-founded Eventures, an internet company. Since 2001, he has served as Chief Executive Officer at Centinela, a company with a diversified global portfolio of investments. Mr. Pavez is also a board member of Grupo Security, Vida Security and Hidroeléctrica Totoral. Over the last few years he has been a board member of several companies, including Quintec, Enaex, CTI and Frimetal.

Constantine Papadimitriou has been a member of our board of directors since May 2018. He is a respected and successful international investor and businessman, with more than 30 years of investment experience in global capital markets and in resource and industrial projects and was an early investor in GeoPark. Mr. Papadimitriou is currently CEO of General Oriental Investments S.A., the Investment Manager of the Cavenham Group of Funds. Previously, he was CEO of Cavamont Geneva. During his tenure at the Cavamont group, Mr. Papadimitriou was responsible for Treasury Management, the Private Equity Portfolio as well as representing the group on the Boards of associated companies including investments in the oil and gas, mining, real estate and gaming sectors (including Basic Petroleum, a Nasdaq-listed Guatemalan oil and gas company). He is also founding partner of Diorasis International, a company focusing on investments in Greece and the broader Balkans and he also chairs the Greek Language School of Geneva and Lausanne. Mr. Papadimitriou holds an Economics and Finance degree and a post-graduate Diploma in European Studies from Geneva University.

Robert Bedingfield beneficially owns 94,058 shares of common stock of the Company. Juan Cristóbal Pavez beneficially owns 2,970,725 shares of common stock of the Company. Constantin Papadimitriou beneficially owns 22,761 shares and may be deemed to have beneficial ownership over an additional 2,082,605 shares held by Cavenham Group of Funds due to Mr. Papadimitriou position of CEO of General Oriental Investments S.A.

Other than any fees or compensation received in their role as directors of the Company, the members of the Company's Audit Committee are not entitled to, or party to, any direct or indirect consulting, advisory or other compensatory fee arrangement with the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(A).

The members of the Company's Audit Committee are not affiliated persons of the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(B).

For additional information, see "Item 6A. Directors and Senior Management—Board of Directors" beginning on page 120 of the Company's annual report on Form 20-F for the fiscal year ended December 31, 2018 filed with the Securities and Exchange Commission on April 11, 2019 (the "Form 20-F") and "Item 6E. Share Ownership" on page 130 of the Form 20-F.

INSTRUCTIONS: In response to each item below, please check the box beside the single affirmation that is most applicable to the Company. Please note that, depending on the affirmation made, an item may require the Company to provide additional information or a link to the applicable document referenced therein. Please also note that specific types of entities may avail themselves of exemptions to or transition periods for compliance with certain of the requirements. If the Company is availing itself of any of these exemptions or transition periods, it should select the corresponding affirmation for the applicable item.

Item 1. Audit Committee: Section 303A.06 of the Manual

- I hereby certify that the Company meets the requirements of Rule 10A-3 and is relying on a Rule 10A-3 exemption. State below which Rule 10A-3 exemption(s) the Company or any individual member of its audit committee are relying on and briefly describe the basis for reliance on such exemption below: ([Appendix A](#) provides a brief description of Rule 10A-3 exemptions.)
- I hereby certify that the Company meets the requirements of Rule 10A-3 and is not relying on a Rule 10A-3 exemption.
- The Company is unable to make one of the affirmations set forth in this Item 1 and is therefore non-compliant for the following reason:

Item 2. Statement of Corporate Governance Significant Differences: Section 303A.11 of the Manual

- I hereby certify that the Company files its annual report on Form 20-F with the SEC and included its statement of significant differences in its Form 20-F.
- I hereby certify that the Company has i) included its statement of significant differences in its annual report filed with the SEC or ii) made the statement available on or through its website and disclosed that fact and provided the website address in its annual report.
- I hereby certify that the Company has not yet filed an Annual Report with the SEC since its date of initial listing but intends, in the first such Annual Report filed after the date of this affirmation, to include its statement of significant corporate governance differences in such Annual Report.
- The Company is unable to make one of the affirmations set forth in this Item 2 and is therefore non-compliant for the following reason:

Item 3. Other Non-Compliance: Section 303A of the Manual

- Apart from any non-compliance specific to the preceding sections, the Company is non-compliant with Section 303A of the Manual for the following reason(s):

1. Companies that are submitting an Initial Affirmation must be compliant in all areas, subject to applicable transition periods.
2. If this document is serving as a non-compliance notification to the Exchange it must be executed by the Company's CEO.
3. If the Company is relying on one of the following exemptions, skip to Part II: 10A-3(c)(1), 10A-3(c)(2), and 10A-3(c)(3).
4. Independent for purposes of Rule 10A-3

Authorized Company Officer Signature

I am an authorized officer at the Company and have the legal authority to provide the information and make the affirmations contained herein. I hereby certify that all information contained herein is true and correct to the best of my knowledge as of the date hereof.

Andrés Ocampo

By (name)

Chief Financial Officer

Title

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Submitted Date