NOTICE OF ANNUAL GENERAL MEETING FOR FIJICARE INSURANCE LIMITED

Notice is hereby given that the Annual General Meeting for FijiCare Insurance Limited ('the Company') will be held at the Grand Pacific Hotel, Victoria Parade, Suva, Fiji on Tuesday 23rd June 2026 commencing at 10:00am to transact the following business.

<u>Ordinary Business:</u>

1. Consideration of Financial Statements:

To receive and consider the audited financial statements including audited consolidated financial statements of the Company for the financial year ended 31 December 2025 together with the reports of the Board of Directors and Auditors thereon.

2. Confirmation of Final Dividend

To confirm declaration of final dividend of FJD$0.295 per equity share for the financial year ended 31 December 2025.

3. Election of Directors

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

Re-appointment of Directors retiring by rotation:

a. To appoint Ms. Jenny Seeto, Director of the Company who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.
b. To appoint Mr. Sylvain Flore, Director of the Company who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

4. Appointment of Retiring Auditors:

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

Re- appointment of retiring Auditors:

Pursuant to Article 99 of Articles of Association of the Company, M/s. BDO, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office, from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board with the mutual consent of the auditors.

SPECIAL BUSINESS:

All other business transacted at an AGM is special business.

Explanatory Notes containing information in relation to each of the following resolutions accompanies the Notice of Meeting.

By order of the Board of Directors.

Jessica Lal

Company Secretary
01st June 2026

Notes

1. *A member who is unable to attend the meeting is entitled to appoint a proxy to attend the meeting and vote on his behalf.*

2. *The proxy need not be a member of the company.*

3. *A proxy form is enclosed with this notice of meeting. To be effective the form must reach the registered office of the company not less than 48 hours before the time for holding the meeting.*

Explanatory Notes

This Explanatory Note is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the Notice of Annual General Meeting.

The Directors recommend Shareholders to read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the Notice of Meeting.

1. **Consideration of Financial Statements:**

   As required by Section 401 of the Companies Act 2015, the Financial Report, the Directors' Report, and the Auditor's Report of the Company for the recently completed financial year will be laid before the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company however, there will be no formal resolution put to the meeting.

   Questions that cannot be answered at the AGM needs to be addressed through a market announcement by the company within a reasonable timeframe.

2. **Confirmation of Final Dividend**

   The Board recommended and declared a final dividend of FJD$0.295 per equity share for the year ended 31 December 2025. The Board has reviewed the latest audited financial statements, current and future financial forecasts and the cash flow statements and therefore has reasonable grounds to believe that the Company is solvent.

3. **Election of Directors**

   a. The Board proposes that Ms. Jenny Seeto be appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Ms. Jenny Seeto

With a distinguished career spanning more than 45 years, Ms. Jenny Seeto serves as an Independent Director of FijiCare Insurance Limited, bringing deep expertise in governance, finance, and strategic advisory to the Board.

Ms. Seeto also sits on the boards of several South Pacific Stock Exchange-listed companies, contributing valuable regional and commercial insight, and is widely recognised for her strong, principled leadership and ability to guide organisations through complex strategic decisions.

A former Managing Partner of PricewaterhouseCoopers Fiji, Ms. Seeto continues to play an active role in corporate and public governance, including leadership positions on advisory boards and national committees. Her broad expertise across multiple sectors strengthens FijiCare's oversight in risk management, governance, and financial stewardship.

She is a Fellow of the Australian Institute of Company Directors, an accredited mediator, and co-founder of Pacific Board Governance Pte Limited. A strong advocate for leadership and inclusion, Ms. Seeto also contributes to various community and national initiatives. Her distinguished service has been recognised through several national honours and industry awards.

b. The Board proposes that Mr. Sylvain Flore be appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Mr. Sylvain Flore

With over 45 years of experience in the global insurance industry, Mr. Sylvain Flore brings a wealth of leadership, regional insight, and technical expertise to the Board. His career has been marked by senior executive roles across Mauritius, Australia, and the Pacific, reflecting a deep understanding of diverse insurance markets and operating environments.

Mr. Flore previously served as Chief Executive Officer – Pacific of QBE Insurance Group Ltd, where he was also a member of the Asia Pacific Divisional Executive team. In this capacity, he oversaw operations across a broad regional footprint, including Fiji, French Polynesia, New Caledonia, Papua New Guinea, Solomon Islands, and Vanuatu—driving strategic growth and operational excellence across these markets.

A respected industry professional, Mr. Flore is a Chartered Insurer from the Chartered Insurance Institute (UK) and an Associate Fellow of the Australian Institute of Management.

Mr. Flore's extensive experience, coupled with his strategic perspective on regional insurance dynamics, supports the Board in navigating an evolving risk and regulatory landscape.

4. Re- appointment of retiring Auditors:

Pursuant to Article 99 of Articles of Association of the Company, M/s. BDO, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office, from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board with the mutual consent of the auditors.

PROXY FORM

[Pursuant to Section 157 and 158 of Companies Act 2015]

Name of the Member:____

Registered Address:____

SIN:____

I/We, being the member(s) of________________________shares of FijiCare Insurance Limited, hereby appoint:

1. Name______________________________________, of _______________________________or failing that;

2. Name______________________________________, of _____________________________________

as my/our proxy to attend and vote on a show of hands and poll on my/our behalf at the Annual General Meeting of the Company, to be held on Tuesday 23rd June 2026 at Grand Pacific Hotel, Victoria Parade, Suva, Fiji and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	*Optional [Mark X]		
	Ordinary Business	For	Against	Abstain
1.	Consideration of Financial Statements			
2.	Confirmation of Dividend			
3.	a) Election of Director: Re-appointment of Ms. Jenny Seeto as Director			
	b) Election of Director: Re-appointment of Mr. Sylvain Flore as Director			
4.	Re-appointment of Retiring Auditors			

Signed this____________________________day of________________________20___.

Signature of Member(s) ______________________ __________________________

Notes:

1. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For'/'Against'/'Abstain' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority to conduct a poll.
3. If a representative of the corporation is to attend the meeting, Annexure K - "Appointment of Corporate Representative" should be filled in. If the Corporate Representative wishes to appoint a Proxy, this Form must be duly filled in.
4. This Proxy Form must be received by the Company at **"FijiCare Insurance Limited, GPO Box 15808, Suva, Fiji"** or Share Registry at **Central Share Registry Pte Limited, Shop 1 and 11 Sabrina Building, Victoria Parade, Suva** or **fax (679) 330 2119** or **email address** agm@fijicare.com.fj before **10.00am, Sunday 21st June 2026**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

APPOINTMENT OF CORPORATE REPRESENTATIVE

[Pursuant to Section 160 of Companies Act 2015]

This form may be used by a company or other body corporate which is a security holder, or which has been appointed as a proxy by a security holder.

Insert the name of the body corporate making the appointment

Hereby appoints

the name of the appointee. Please note that multiple representatives can be appointed but only one representative may exercise the body corporate's powers at any one time.

to act as its representative at ☐ all meetings **OR** ☐ the meeting to be held on

__________________________*(Date)*

Of

FIJICARE INSURANCE LIMITED

Insert the name of the company holding the meeting

Common Seal (if applicable)	*Director*	*Sole director & Sole Secretary*
	Director /Company Secretary	*Date*
		/ /

Information

In order to be effective, the form must be received by the **Central Share Registry/FijiCare Insurance Limited** within the time limit (if any) specified in the relevant company's Articles of Association for receipt of Corporate Representative Appointments. The original of the form will be retained by the company.

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of a company's members, creditors, or debenture holders. The appointment may be by reference to a position held provided that the appointment identifies the position.

The appointment must be executed in accordance with the body corporate's Articles of Association and (if applicable) Section 53 of the Companies Act 2015. An appointment maybe a standing one, which will continue until revoked.

If more than one representative is appointed, only one representative may exercise the body corporate's power at any one time.