

NOTICE OF ANNUAL GENERAL MEETING OF KONTIKI FINANCE LIMITED

Notice is hereby given that the Annual General Meeting of Kontiki Finance Limited will be held at the Tanoa Plaza, corner of Gordon and Malcom Street, Suva on 30th October 2025 at 3.00pm

Below are options available for the shareholders to participate in the Annual General Meeting.

1. Nomination of Proxy

Shareholders who wish to nominate a proxy must complete and send the Proxy Form attached to this notice on pages 7-8.

2. Attendance online via Zoom

Shareholders who wish to attend the AGM on-line via Zoom must complete and send the Pre-Registration Form attached to this notice on page 11-12.

KFL wishes to transact the following business at the Annual General Meeting.

ORDINARY BUSINESS:

1. Consideration of Financial Statements:

To receive and consider the audited financial statements including audited consolidated financial statement of the Company for the financial year ended 30th June 2025 together with the reports of the Board of Directors and Auditors thereon.

2. Election of Directors

The election of directors will be by poll as requested by a shareholder.

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

- i) To appoint Griffon Emose, director of the Company who retires by rotation pursuant to Article 7.3 of the Articles of Association of the Company and who was nominated by a shareholder, is re-elected as a director of the Company.
- ii) To appoint Des Kearse, director of the Company who retires by rotation pursuant to Article 7.3 of the Articles of Association of the Company and who was nominated by a shareholder, is re-elected as a director of the Company.
- iii) To appoint, pursuant to Article 7.5 of the Articles of Association of the Company, Mahipriya Meddepola, who was nominated by a shareholder and is hereby appointed as a Director of the Company.

- iii) To appoint, pursuant to Article 7.5 of the Articles of Association of the Company, Sunjana Devreen Narayan, who was nominated by a shareholder and is hereby appointed as a Director of the Company.
- iv) To appoint, pursuant to Article 7.5 of the Articles of Association of the Company, Shirdhant Gounder, who was nominated by a shareholder and is hereby appointed as a Director of the Company.

3. Re-appointment of retiring Auditors

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

The Board proposes to re-appoint the retiring Auditors pursuant to the provisions of Section 422(2) and 422(3) of the Companies Act 2015, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting, with remuneration as may be mutually agreed between the Board and the Auditors. The retiring Auditors M/s Ernst & Young Chartered Accountants, being eligible, offer themselves for appointment.

SPECIAL BUSINESS:


1. Approval of increase in Directors Fees:

To consider and, if deemed appropriate, pass the following resolution as an ordinary resolution:

To approve an envelope of \$371,000 for Directors Fees for the Financial Year 2026.

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

By order of the Board of Directors.



Beatrice Wong
Company Secretary

30th September 2025.

Notes:

1. A member who is unable to attend the meeting in person is entitled to appoint a proxy to attend the meeting and vote on their behalf.
2. The proxy holder need not be a member of the company in accordance with clause 6.9 of the Articles of Association of the Company.
3. To be effective, all relevant Forms must reach the registered office of the company not less than 48 hours before the time for holding the meeting.
4. The attached Pre-Registration Form for Online Attendance offers Members, Proxies and Corporate Representatives the opportunity to attend the Meeting online and vote. Those wishing to attend online must fill out the attached Pre-Registration Form for Online Attendance.

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.

ORDINARY BUSINESS**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 need to be addressed through a market announcement by the company within a reasonable timeframe.

2. Election of Directors

Shareholders were sent an email reminding them of the upcoming AGM and calling for director nominations to be received by the Company Secretary. In response to this call, a nomination for Griffon Emose was received from a shareholder. The Board proposes Griffon Emose for your consideration and vote to be re-appointed as Director of the Company

Mr. Griffon Emose, CFA, BCom, Grad Dip App Fin & Inv

A Fiji citizen, Griffon is the Managing Director of Kontiki Capital. He was previously the Manager Public Awareness & Investor Education at the Capital Markets Development Authority and an economist at the Ministry of Finance where he served with the Budget Management & Economic Policy Division and the Financial Management Reform Project.

He is licensed by the RBF as an Investment Adviser Representative and serves on several other boards including Oceanic Communications Pte Ltd and The Calmer Co International Ltd.

Griffon graduated with a Bachelor of Commerce from the University of Auckland, New Zealand and completed the Graduate Diploma in Applied Finance & Investment through the Securities Institute of Australia (now the Financial Services Institute of Australasia). He earned the CFA Charter in 2005 and is a member of the CFA Institute.

Shareholders were sent an email reminding them of the upcoming AGM and calling for director nominations to be received by the Company Secretary. In response to this call, a nomination for Des Kearse was received from a shareholder. The Board proposes Des Kearse for your consideration and vote to be re-appointed as Independent Director of the Company.

Mr. Des Kearse, Dip Man, N.Z.C.C.

Des is both an Australian and NZ Citizen. Having served as the Head of Product Management at Bank South Pacific Ltd in Papua New Guinea from 2008 to 2013, playing a pivotal role in expanding the bank's operations by establishing the Product Management SBU to manage retail banking products including cards and electronic channels with support systems, policies and procedures.

His experience also extends to Indonesia, where he worked as the Director of Consulting Services at Arthur Andersen, focusing on IT business consulting for major banking clients.

In addition, he was the Business Development Manager at PT Mincom Indoservices in Jakarta, Indonesia, managing accounts for major mining companies. In Thailand, he also served as the Head of Operations at Sitca Mbf Finance Limited, overseeing the establishment of card operations and ensuring compliance with MasterCard International and IT system requirements.

Des's extensive experience in Papua New Guinea included roles such as National Sales & Marketing Manager/Contracts Manager at Datec (PNG) Ltd and Advisor Billing & Credit Operations at PNG Post and Telecommunications Corporation.

Prior to leaving New Zealand to work abroad Des was General Manager NZI Finance Ltd and New Zealand Vehicle Finance Ltd.

Shareholders were sent an email reminding them of the upcoming AGM and calling for director nominations to be received by the Company Secretary. In response to this call, a nomination for Mahipriya Meddepola was received from a shareholder. The Board proposes Mahipriya Meddepola for your consideration and vote to be appointed as Director of the Company.

Mr. Mahipriya Meddepola, BSc. Finance (Special), Associate Member ICASL, CIMA (UK), CGMA (USA), CFA Level 1

Mahipriya is a seasoned business executive with over sixteen years of experience in investments, finance, corporate acquisitions, reporting, and executive management. As General Manager – Finance & Investments at the Unit Trust of Fiji (UTOF), he has driven portfolio strategy and growth, expanding UTOF's investment portfolio from F\$230 million in 2020 to over F\$520 million today. He also plays a key role in stakeholder management, strategic decisions, and corporate governance.

He served as past Board Directors with UTOF Properties Pte Limited, South Sea Towage Pte Limited, and Pacific Logistics Services Limited, and is actively involved in finance, investment, and audit committees across various organizations.

Previously, he held senior roles at Vinod Patel and Company Limited, LOLC Group Sri Lanka, and KPMG Sri Lanka, specializing in financial management, reporting, due diligence, audit, and strategic planning. Mahipriya holds a BSc. Finance (Special) from the University of Sri Jayewardenepura, Sri Lanka, and is an Associate Member of ICASL, CIMA (UK), and CGMA (USA) and has completed CFA Level 1.

Shareholders were sent an email reminding them of the upcoming AGM and calling for director nominations to be received by the Company Secretary. In response to this call, a nomination Sunjana Devreen Narayan was received from a shareholder. The Board proposes Sunjana Devreen Narayan for your consideration and vote to be appointed as Independent Director of the Company.

Mrs. Sunjana Devreen Narayan, MCom (Accounting), PGDip Forensic Accounting, BCom (Accounting & Finance), Certified Professional Forensic Accountant (ICFA – USA)

Sunjana is a finance professional with over a decade of experience across public and private sector organizations in Fiji. She is currently the Team Leader Finance at Fiji Public Trustee Corporation Pte Limited, where she oversees financial management, strategic planning of trust assets, audits, and compliance while leading a high-performing finance team.

Her career spans leadership roles such as Senior Finance Manager at CDM Direct, Finance Manager at Retail Directions, and Assistant Manager of Debts (Risk Analysis) at the Ministry of Finance, where she contributed to debt sustainability and national finance strategies. She also served in various accounting and project finance positions at the iTaukei Affairs Board, including Senior Project Accountant and Senior Provincial Accountant, and has prior experience with the Fiji National University and the Reserve Bank of Fiji.

Sunjana holds a Master of Commerce in Accounting and a Postgraduate Diploma in Forensic Accounting from the Fiji National University. She is a Certified Professional Forensic Accountant (ICFA, USA), a Member of the Association of Certified Fraud Examiners (USA) and holds memberships with the Institute of Internal Auditors (IIA), CPA Australia, Institute of Public Accountants (Australia), and the Institute of Financial Accountants (UK). She is also a Justice of Peace and a Commissioner of Oath in Fiji.

Shareholders were sent an email reminding them of the upcoming AGM and calling for director nominations to be received by the Company Secretary. In response to this call, a nomination for . Shirdhant Gounder was received from a shareholder. The Board proposes Shirdhant Gounder for your consideration and vote to be appointed as Independent Director of the Company.

Mr. Shirdhant Gounder, B.Com, Postgrad Dip, Cert IV (FNS40821)

Shirdhant Gounder is a financial services professional with broad experience in private lending, wealth advisory, accounting, and governance. He currently serves as Lending Manager at Introjuce Capital Partners and Financial Professional at AHR Private Wealth, where he structures residential mortgage and private lending solutions and provides strategic advice to first-home buyers and investors.

Previously, Shirdhant was an Associate at PwC in Accounting & Risk, where he enhanced internal controls, accounting frameworks, and compliance systems while supporting audit and risk governance engagements. He has also contributed to the academic sector at the University of the South Pacific (USP), tutoring undergraduate Accounting and Finance units—principally Finance—including corporate finance, financial statement analysis, and quantitative methods. In this role he led tutorials, prepared learning materials, supported assessments, and mentored students.

His expertise includes financial oversight, risk and compliance, credit risk governance, wealth strategy, and client advisory, with a strong commitment to fiduciary responsibility and transparent risk management.

Shirdhant completed a conjoint/double-degree pathway delivered in conjunction with USP and Macquarie University, which included an exchange at Macquarie University. He holds a Postgraduate Diploma and Bachelor of Commerce from the University of the South Pacific, and a Certificate IV in Finance and Mortgage Broking from Entry Education.

3. Re-appointment of retiring Auditors

Re- appointment of retiring Auditors:

The Board proposes to re-appoint the retiring Auditors in accordance with the provisions of Section 422(2) & 422(3) of the Companies Act 2015, to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting with remuneration as may be mutually agreed between the Board and the Auditors. The retiring Auditors, M/s. Ernst & Young, Chartered Accountants, being eligible, offer themselves for appointment.

SPECIAL BUSINESS:

1. Approval of increase in Directors Fees:

To consider and, if deemed appropriate, pass the following resolution as an ordinary resolution:

To approve an increase in the Directors' remuneration envelope from \$325,000 to \$371,000 for FY2026 to allow for seven directors, as permitted under the KFL Articles, compared to the previous budget for six directors. This reflects a maximum limit and may not necessarily be fully utilised.

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) holding _____ shares of Kontiki Finance Limited, hereby appoint:

a. Name _____, of _____
or failing that;

b. Name _____, of _____

as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of the Company, to be held at the Tanoa Plaza, corner of Gordon and Malcom Street, Suva on 30th October 2025 at 3.00pm and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	*Optional [Mark X]		
		For	Against	Abstain
	Ordinary Business			
1.	Consideration of Financial Statements			
2.	Election of Directors:			
	- Griffon Emose			
	- Des Kearse			
	- Mahipriya Meddepola			
	- Sunjana Narayan			
	- Shirdhant Gounder			
3.	Re-appointment of retiring Auditors			
	Special Business			
1.	Approval of increase in Directors Fees			

Signed this _____ day of _____ 2025.

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 poll and your votes will **not** be counted in computing the required majority to conduct a poll.
3. **Shareholders may choose how to vote for each director candidate (either to approve, reject or abstain each one), however they may not vote in favour of approving more than three candidates in total.** Shareholders can however vote any number of abstentions or rejections. Appointment of the directors chosen by shareholders will be dependent on regulatory assessment and approval.
4. If a representative of the corporation is to attend the meeting - "Appointment of Corporate Representative" should be filled in. If the Corporate Representative wishes to appoint a Proxy, this Form must be duly filled in.
5. Where a Proxy has been nominated by a shareholder(s), **ONLY** the nominated Proxy should fill out the Pre-Registration Form for Online Attendance on pages 11-12 if wishing to attend online.
6. This Proxy Form must be received by the Company at Kontiki Finance Limited, Level 5 Tappoo City Building, Thomson Street, Suva or Share Registry at Central Share Registry Pte Limited, Shop1 and 11 Sabrina Building, Victoria Parade, Suva or fax (679) 3303401 or email address company.secretary@kontikifinance.com before 3.00pm, 28th October 2025, 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

Insert 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

30th October 2025

Of

Kontiki Finance Limited

SIGNATURES- THIS MUST BE COMPLETED

Director

Sole director & Sole Secretary

*Common Seal
(if applicable)*

Director /Company Secretary

Date

/ /

Notes:

1. To be effective, the form must be received by Kontiki Finance Limited, 48 hours before the AGM for receipt of Corporate Representative Appointments. The original of the form will be retained by the Company.
2. 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.
3. 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 may be a standing one, which will continue until revoked.
4. If more than one representative is appointed, only one representative may exercise the body corporate's power at any one time.
5. If the Corporate representative wishes to attend online, ONLY the nominated Corporate Representative should fill out the Pre-Registration Form for Online Attendance on pages 11-12.

PRE-REGISTRATION FORM FOR ON-LINE ATTENDANCE

I / We named below, being a shareholder of the Company, nominated Proxy/Corporate Representative, wish to register my / our attendance for the Annual General Meeting through Zoom.

I / We understand that KFL shall be entitled to reject any Pre-registration Form that is incomplete, improperly completed, illegible or for which the true intentions of the shareholder are not ascertainable from the instructions specified in the Form.

Name(s) of Shareholder(s): _____

Shareholder Identification Number(s): _____

Name of online attendee*: _____

Email Address of online attendee: _____

Contact number for online attendee: _____

Signature of online attendee: _____

Date: _____

**Where appointed as Proxy for a Shareholder(s) or Corporate Representative of a Company or Body Corporate.*

Notes:

1. For Shareholders: Once you register your interest to attend online, we will send you a Zoom Meeting ID and invitation to your email address registered with the Central Share Registry Pte Limited.
2. For Proxies or Corporate Representatives: we will send a Zoom Meeting ID to the email address stated on the Pre-Registration Form for Online Attendance (page 11.)
3. Online attendees will be required to vote through a poll.
4. This duly completed Form must be received by the Company at "Kontiki Finance Limited, GPO Box 12508, Suva Fiji" or Kontiki Finance Limited, Level 5 Tappoo City Building, Thomson Street, Suva or Share Registry at Central Share Registry Pte Limited, Shop1 and 11 Sabrina Building, Victoria Parade, Suva or fax (679) 3303401 or email address company.secretary@kontikifinance.com before 3.00pm, 28th October 2025.