

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 28th October 2026 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 online via Zoom must complete and send the Pre-Registration Form attached to this notice on page 11.

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 2026 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 Barry Whiteside, 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 Peter Dixon, 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, Sunjana Devreen Narayan, 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.

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 2026.

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. Voting at the AGM will be conducted in person or by proxy.
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 to observe proceedings, while voting will be conducted in person or by proxy. 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 Barry Whiteside was received from a shareholder. The Board proposes Barry Whiteside for your consideration and vote to be re-appointed as Independent Director of the Company

Barry Whiteside
CF, MA, BA, FAICD

A Fiji citizen, Barry served as Governor of the Reserve Bank of Fiji from May 2011 to May 2017 and prior to that as Deputy Governor from October 2009. He has a career spanning just over 40 years across all core areas of the Central Bank, including Economics/Research, Financial Markets, Financial Institutions Supervision and Currency and Corporate Services.

As Governor, he was a member of the National Anti-Money Laundering Council, National MSME Taskforce and Fiji Institute of Bankers Council. He chaired several key external and internal committees including the Macroeconomic Policy Committee, National Capital Markets Taskforce, National Financial Inclusion Taskforce, National Secured Transactions Taskforce, the RBF Board, and various policy committees of the Reserve Bank including Financial Systems Development, Financial Institutions, Financial Markets, Currency & Corporate Services and Economics.

Barry graduated with a Bachelor of Arts (Economics/Administration) from the University of the South Pacific and a Master of Arts (Economics) from Simon Fraser University in Vancouver, Canada. He is a Fellow of the Australian Institute of Company Directors.

He currently serves as a Director with the Tower Insurance (Fiji) Ltd, Pacific Catastrophe Risk Insurance Company, and as a Director/Trustee of the JP Bayly Trust.

Barry is an independent Director of Kontiki Finance Limited, having joined the Board in 2018.

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 Peter Dixon was received from a shareholder. The Board proposes Peter Dixon for your consideration and vote to be re-appointed as Independent Director of the Company

Mr. Peter Dixon,
MBA, SA Fin, GAICD.

Peter is a Fiji citizen with over four decades of experience in banking and finance, primarily in Papua New Guinea and Fiji. His extensive management background in the banking sector has provided him with a deep understanding of local commercial conditions and a vast network of regional business contacts. His expertise encompasses finance and management, business and strategic planning, and staff training and development.

Peter's most recent role was as the Managing Director of Credit Corporation (Fiji) Pte Ltd (CCFL), where he served on contract until his retirement on March 31, 2023. While with CCFL he served as Chair of the Fiji Finance Companies Association and was on the Board of Credit Corporation (Vanuatu) Pty Ltd for several years.

Before joining the Credit Corporation Group, Peter worked for four years as the General Manager of Corporate Banking at BSP (Bank of South Pacific), commencing in January 2007. His leadership contributed to record lending growth during his tenure in charge of the corporate area at BSP.

Peter is a Senior Associate member of FINSIA (Financial Services Institute of Australasia) and a Graduate Member of the Australian Institute of Company Directors

Peter is an independent Director of Kontiki Finance Limited, having joined the Board in 2023.

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 Sunjana Devreen Narayan was received from a shareholder. The Board proposes Sunjana Devreen Narayan for your consideration and vote to be appointed as 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 managing Rinkos Minibus Serves Pte Ltd.

Her career spans leadership roles such as Team Leader Finance at Fiji Public Trustee Corporation Pte Limited, where she oversaw financial management, strategic planning of trust assets, audits, and compliance while leading a high-performing finance team. 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.

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.

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 28th October 2026 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:			
	- Barry Whiteside			
	- Peter Dixon			
	- Sunjana Narayan			
3.	Re-appointment of retiring Auditors			

Signed this _____ day of _____ 2026.

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 two 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 complete the Pre-Registration Form for Online Attendance on page 11 if wishing to attend online. Online attendance is for observation of proceedings only, with voting conducted in person at the Meeting.
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, 26th October 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

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

28th October 2026

Of

Kontiki Finance Limited

SIGNATURES- THIS MUST BE COMPLETED

*Common Seal
(if applicable)*

Director

Sole director & Sole Secretary

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 Company will retain the original of the form.
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 page 11. Online attendance is for observation of proceedings only, with voting conducted in person at the Meeting.

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 able to observe the proceedings, with voting conducted in person or by proxy. Any questions can be emailed to the Company secretary (company.secretary@kontikifinance.com) before 3.00pm, 26th October 2026,
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, 26th October 2026.