

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 Suva Business Center Boardroom, 221 Victoria Parade, Suva on 30th October 2023 at 3.00pm.

Below are options available for the shareholders, media, and other stakeholders 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 2023 together with the reports of the Board of Directors and Auditors thereon.

2. Election of Directors

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

- i) To appoint Glen Craig, 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, pursuant to Article 7.5 of the Articles of Association of the Company, Peter Dixon, 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, Des Kearse, 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, Cecil Browne, 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.

A handwritten signature in black ink, appearing to read 'Wong', is written over a horizontal line.

Beatrice Wong
Company Secretary

3rd October 2023.

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

Mr. Glen Craig, MAICD, GCM

Glen is a Vanuatu citizen. He is the Managing Partner of the specialist corporate advisory firm, Pacific Advisory. He is a Licensed Securities Dealer and holds a CSP License from Vanuatu Financial Securities Commission.

Glen has an extensive background in Climate Finance, Digital Transformation, Finance Policy Development practical hands-on knowledge of the intricacies of doing business in a Pacific context. He offers a broad range of advisory and strategic services to Governments, Financial Institutions, Corporates, Regional Agencies and Institutional Investors.

Glen has resided permanently in Vanuatu for 19 years and sits on numerous private and public boards and committees, including serving as the current Chairperson of the Vanuatu Business Resilience Council. Glen's passion is driving development in the South Pacific through direct investment in sustainable industries.

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 appointed as Independent Director of the Company.

Mr. Peter Dixon, SA Fin, MAICD.

Peter is an Australian 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 until recently, 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.

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 appointed as Independent Director of the Company.

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

Des Kearse 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.

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 Cecil Browne was received from a shareholder. The Board proposes Cecil Browne for your consideration and vote to be appointed as Independent Director of the Company.

Mr. Cecil Browne

A Fiji citizen, Cecil has had a career spanning 47 years in the Banking industry with more than half of them in executive roles.

He retired as Bank of the South Pacific Fiji GM Corporate in November 2019 where he worked for 10 years. At BSP he held various positions including GM Retail Banking, GM Corporate Commercial SME and Treasury, GM Corporate and International and GM Corporate and Treasury.

Prior to working at BSP he worked at ANZ Banking Group Ltd for 25 years, rising in the ranks from Branch Manager to Deputy GM ANZ Fiji and Head of Corporate Banking.

Past roles include serving as Independent Director at both Kontiki Finance (for 14 months) and at Paradise Beverages Pte Ltd (formerly known as Carlton Brewery) representing minority shareholders for a decade, until CCA Amatil obtained full ownership of the company. Presently, he holds the position of Chairman at Fiji Investment Corporation Ltd and serves as a Director at Fijian Broadcasting Commission Ltd.

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 a show of hands and poll on my/our behalf at the Annual General Meeting of the Company, to be held at the Suva Business Center Boardroom, 221 Victoria Parade, Suva on 30th October 2023 at 3pm 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:			
	- Glen Craig			
	- Peter Dixon			
	- Des Kearse			
	- Cecil Browne			
3.	Re-appointment of retiring Auditors			

Signed this _____ day of _____ 2023.

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. 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 2023, 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 2023

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 raise of hand or 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 2023.