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 Matua Ballroom, Grand Pacific Hotel, Victoria Parade, Suva, Fiji on Wednesday 25th June 2025 commencing at 10:00am to transact the following business.

Ordinary Business:

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 2024 together with the reports of the Board of Directors and Auditors thereon.

2. Confirmation of Final Dividend

To confirm declaration of final dividend of FJD0.25 per equity share for the financial year ended 31 December 2024.

3. Election of Directors

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

Re-appointment of Director retiring by rotation:

To appoint Mr. Dumith Fernando, 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

3rd June 2025

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 paid a final dividend of FJD0.25 per share for the year ended 31 December 2024 on 30 April 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**

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

Mr. Dumith Fernando

Mr. Dumith Fernando is the Chairman of Asia Securities Holdings (Pvt) Ltd, a leading independent Investment Bank in Sri Lanka. He is also the immediate past Chairman of the Colombo Stock Exchange (CSE). Mr. Fernando has over twenty- six years of experience in international Investment Banking and Equities, based in New York and Hong Kong with global banks JPMorgan Chase & Co. and Credit Suisse AG. Until 2013, he was the Managing Director and Group Chief Operating Officer for Credit Suisse Asia Pacific which had annual revenue of over USD $2.5BN and over 6,000 staff in 12 countries. He worked at Credit Suisse from 2007 until 2013 and at JPMorgan from 1995 until 2007 in roles across Investment Banking, Equities, Private Equity and Corporate Strategy.

Mr. Fernando is also a Non-Executive Director of the listed firms Union Assurance PLC and Singer (Sri Lanka) PLC, and a member of the Economic Policy Steering Committee of the Ceylon Chamber of Commerce. In 2013, he was selected by the World Economic Forum as a Young Global Leader.

He holds a BA in Physics & Economics from Middlebury College in the U.S. and an MBA from Harvard Business School.

Mr. Fernando is currently the Chairperson of the Board and an Independent Director for FijiCare Insurance Limited.

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

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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 Wednesday 25th June 2025 at the Matua Ballroom, 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.	Re-election of Mr. Dumith Fernando as Director			
4.	Appointment of 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, Monday 23rd June 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

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

	Director	*Sole director & Sole Secretary*
Common Seal (if applicable)		
	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 maybe 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.