NOTICE OF ANNUAL GENERAL MEETING 2026

Notice is hereby given that the Annual General Meeting of Vision Investments Limited will be held on Friday 25th September 2026 at 4.30pm at the Vision Motors Showroom – Corner of Karsanji Street and Grantham Road, Raiwaqa, Suva.

AGENDA AND BUSINESS

1. *Welcome*
2. *Confirmation of Proxies and Quorum*
3. *Apologies*
4. *Minutes*
   To receive, consider and adopt the Minutes of the last Annual General Meeting held on 26th September 2025.
5. *Annual Report and Group Financial Statements for the Year Ended 31st March 2026*
   To receive, consider and adopt the Annual Report and The Group Financial Statements and the reports of the Directors and Auditors thereon for the year ended 31st March 2026.
   (Refer Note 1 of this Notice)
6. *Directors*
   6.1 To resolve that Ms. Pretisha Patel retiring by rotation as per Article 98, be and hereby re-elected as a Non-Executive Director of the Company as per Article 101. (Refer Note 2 of this Notice)

   6.2 To resolve that Mr. David Evans retiring by rotation as per Article 98, be and hereby re-elected as an Independent Director of the Company as per Article 101. (Refer Note 2 of this Notice)

   6.3 To resolve that Mr. Navin Patel retiring by rotation as per Article 98, be and hereby re-elected as a Non- Executive Director of the Company as per Article 101. (Refer Note 2 of this Notice)
7. *Appointment of Auditors*
   To resolve to appoint Grant Thornton as Auditors of the Company until the conclusion of the next Annual General Meeting at a fee to be fixed by the Directors.
   (Refer Note 4 of this Notice)
8. *Declaration of Dividends*
   To approve as per the Directors recommendation the payment of a final dividend of 5.00 cents per share amounting to a total dividend payment of $5,188,471.25 declared out of the profits for the financial year ended 31st March 2026.
   (Refer Note 5 of this Notice)

The following interim dividend payments were declared out of profits for the financial year ended 31st March 2026.

DATE DECLARED	DIVIDEND AMOUNT	DIVIDEND PER SHARE	REMARKS
28/11/2025	$ 3,113,082.75	3.00 cents	1st Interim
27/06/2025	$2,075,388.50	2.00 cents	2nd Interim
Total	$5,188,471.25	5.00 cents	

SPECIAL BUSINESS

9. *Directors Fees*

9.1 To resolve to revise the fees payable to the Chairman, Deputy Chairman and the Directors as listed below effective from 1st October 2026. (Refer Note 3 of this Notice):

Chairman's Fee	$48,000 per annum
Deputy Chairman's Fee	$40,000 per annum
Directors Fees	$33,000 per annum

All other business transacted at an AGM is special business.

EXPLANATORY NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING 2026

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

The Directors recommend Members to read these Explanatory Notes 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.

Note 1: *Annual Report and Group Financial Statements Year Ended 31st March 2026*

The Annual Report and the Group Financial Statements for the year ended 31st March 2026 was published on the SPX website and released to all members on 31st July 2026 and has also been posted to the address nominated by the relevant members. These documents are also published on the Company website – www.vil.com.fj

The Audited Financial Statements have been prepared on a Group basis and include the operating results of its fully owned subsidiary in Papua New Guinea – Vision Homecentres Limited (Dormant) and Vision FinTech Services Pte Limited.

The Group Audited Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors thereon, included in the 2026 Annual Report, is for the members to read prior to the meeting.

As stipulated in the Articles of Association of the Company, it is a requirement that the members present at the AGM receive and adopt the Audited Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditor's thereon.

The Chairman of the meeting will allow a reasonable opportunity for members to ask relevant questions about or make comments on these reports. Members will be given a reasonable opportunity to ask the Company and the Auditors questions about the conduct of the audit and the content of the Directors' or Auditor's Reports. Questions that cannot be answered at the AGM will be addressed through a Market Announcement by the Company within a reasonable timeframe.

Note 2: *Directors Retiring by Rotation*

Article 98 of the Company's Articles of Association specifies that every year, one third of the Directors (or the number nearest to one third) shall retire from office. Article 101 specifies that retiring Directors are eligible for re-election. Accordingly, the Directors retiring by rotation this year, being eligible, offer themselves for re-election by the members.

Ms. Pretisha Patel - Ms. Pretisha Patel is an experienced business leader with over fifteen years of experience spanning strategic management, marketing, corporate governance, and property development. She holds a Bachelor of Business and a Master of Business Marketing from the University of Technology Sydney and is a member of the Australian Institute of Company Directors.

Mr. David Evans - Mr. David Evans has over 35 years of Executive Banking and Board experience in Australia and the Asia/Pacific Region. He is a graduate of University of Queensland (BCom), University of Tasmania (MBA), and National University of Singapore/Stanford University. He is a Fellow of CPA Australia, Fellow of Financial Services Institute of Australasia and Fellow of the Australian Institute of Company Directors.

Mr. Navin Patel – Mr. Navin Patel is a retired Chairman and Managing Partner of DFK Oswin Griffiths Carlton, a Chartered Accountancy Practice in Auckland New Zealand and is a graduate of Victoria University of Wellington. He has over 52 years of experience in Accounting, Business and Strategy Advisory including succession planning and business transformation in New Zealand and Fiji. He is a member of the Institute of Chartered Accountants in New Zealand since 1997 and a Registered Fellow Trustee with the New Zealand Trustees Association.

Note 3: *Appointment of Auditors*

The Board proposes to re-appoint Grant Thornton as Auditors of the Company for the year ending 31st March 2027 and that the Board be authorized to fix the remuneration.

Pursuant to Section 422 of the Companies Act 2015, every company shall, at each AGM, appoint an auditor or auditors to hold office from the conclusion of that meeting, until the conclusion of the next AGM. The section also stipulates that the remuneration of auditors may be fixed by directors of the company upon approval from shareholders in a general meeting.

Note 4: *Declaration of Dividend*

In view of the satisfactory profit after tax of the Group, The Board recommends a final dividend of 5.00 cents per share amounting to a total dividend Payment of $5,188,471.25, declared out of the profits for the financial year ended 31st March 2026. The Board has reviewed the latest management accounts, current and future financial forecasts and the cash flow statements and therefore has reasonable grounds to believe that immediately after the declaration and payment of the dividend, the Company will remain solvent.

Considering the interim dividends of 5.00 cents per share previously paid by the Company, with this final dividend payment, the total for the financial year will be 10.00 cents per share amounting to a total dividend payment of $10,376,942.50. This rate of distribution is in alignment with the Company's dividend policy and same as the dividends paid from the last financial year profits.

Note 5: *Directors Fees*

The prevailing flat Directors Fee of $25,000 per annum was determined in 2016 at the time of listing of the Company. There is no separate fee structure for the Chairman and Deputy Chairman positions.

The Directors are of the view that the Directors Fee should reflect the commitment, workload, responsibility and the liability of the Directors for the stewardship and for managing the operations of a large and diversified enterprise such as Vision Investments Limited. Also, as common practice in the corporate sector, to have a separate fee structure for the Chairman and Deputy Chairman positions in recognition of the extra workload carried by these two positions.

Hence after taking a view of the Directors Fees prevailing in the corporate sector, the Directors are proposing to revise the prevailing Directors Fee by applying an inflationary provision over the last nine years since 2016. It is further proposed as per common corporate practice, to establish a separate fee for the Chairman and Deputy Chairman positions as a multiple of the Directors Fee. Accordingly, the Directors are proposing to revise the fees payable to the Chairman, Deputy Chairman and Director positions as set out below effective from 1st October 2026:

Chairman's Fee	$48,000 per annum (1.5 times the Directors Fee)
Deputy Chairman's Fee	$40,000 per annum (1.25 times the Directors Fee)
Directors Fees	$33,000 per annum

No other fees are payable to Directors for membership of the Board Subcommittees or for attending meetings. Based on a nine-member Board of Directors, the proposed increase in fees will result in an expense of $319,000 per annum compared to the prevailing $225,000 per annum, an increase of $94,000 per annum.

By Order of the Board

P L Munasinghe
Company Secretary
Suva

4th September 2026

Proxy Form

Name of the Member: ____________________

Registered Address: ____________________

SIN: ____________________

I/We, being the member(s) of Vision Investments Limited holding shares of the above-named Company, 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~~ Friday 25th September 2026 at 4.30pm at Vision Motors Showroom – Corner of Karsanji Street and Grantham Road, Raiwaqa, Suva 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
5.0	To adopt the Audited Group Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors, for the year ended 31st March 2026.			
6.1	Re-election of Ms Pretisha Patel as a Non-Executive Director			
6.2	Re-election of Mr David Evans as an Independent Director			
6.3	Re-election of Mr Navin Patel as a Non-Executive Director			
7.0	Appointment of Grant Thornton as Auditors of the Company until the next AGM at a fee to be fixed by the Directors			
8.0	Declaration of final dividend of 5.00 cents per share amounting to a total dividend payment of $5,188,471.25			
	Special Business			
9.0	Change in Director's Fees			

Signed this____________________________day of_____________________2026.

Signature of Member(s) ____________________ ______________

Notes:

1. *It is optional to put an '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, "Appointment of Corporate Representative" (enclosed) 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 Level 2, Challenge Plaza, Laucala Beach Estate, Nasinu or emailed to address marys@courts.com.fj on or before 23rd September 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 25th September 2026.

Of

Vision Investments Limited

Insert the name of the company holding the meeting

SIGNATURES- THIS MUST BE COMPLETED

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 Central Share Registry/Vision Investments Limited before 23rd September 2026, being no later than 48 hours before the commencement of the meeting. 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.

For office use only:

Proxy received on………………………… at ………… am/pm by ……………………....