

2026 ANNUAL GENERAL MEETING OF FIJIAN HOLDINGS LIMITED

A. NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM”) of Fijian Holdings Limited (“Company”) will be held at Level 18, FHL Tower, Lot 3, Corner of Gordon Street and Thurston Street, Suva on Friday, 30 October 2026 at 12:00 midday for the purpose of transacting the business set out in this Notice.

Shareholders may participate in the AGM through any of the following means:

- a) In person at the venue stated above;
- b) Online via Zoom; or
- c) By Proxy in accordance with the proxy requirements set out in this Notice.

Shareholders and stakeholders wishing to participate online via Zoom, must complete the Pre-Registration Form attached to this Notice and email the completed form to companysecretary@fijianholdings.com.fj no later than 12:00 midday on Wednesday, 28 October 2026.

Following verification of the registration details, the Zoom access details and relevant instructions for participation will be provided to registered attendees.

B. ORDINARY BUSINESS:

1. Consideration of Financial Statements:

To receive and consider the audited financial statement of the Company and the audited consolidated financial statement of the Group for the financial year ended 30 June 2026, together with the reports of the Board of Directors and Auditors thereon.

2. Confirmation of Dividend for FY26:

The Board recommends the ratification of the interim dividends of 1.35 cents per equity share, declared by the Board on 1 October 2025, and 31 March 2026, respectively.

3. Election of Directors

To appoint Directors pursuant to Article 52 and Article 53 of the FHL Articles of Association.

a. Independent Director

Dr. Ilimotama Cawi retires by rotation pursuant to Article 52 of the Articles of Association and being eligible offer himself for re-election as a Director of the Company.

b. Directors Nominated by the Majority Shareholders

Mr. Rokoseru Nabalarua retires by rotation pursuant to Article 52 of the Articles of Association and being eligible, offers himself for re-election as a Director of the Company.

c. Directors Nominated by the Majority Shareholders

Mr. Semi Lotawa retires by rotation pursuant to Article 52 of the Articles of the Association and being eligible offers himself for re-election as a Director of the Company.

d. Directors Nominated by the Majority Shareholders.

Ms. Elenoa Biukoto who was appointed on 19 June 2026 pursuant to Article 53 of the Articles of Association to fill a casual vacancy and whose term of office expires at the ensuing AGM be and is hereby reappointed as a Director of the Company.

4. Reappointment of Auditors

Pursuant to the Articles of Association of the Company, Messrs KPMG, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office, from the conclusion of this AGM to the conclusion of the next AGM of the Company at a remuneration as may be decided by the Board with the mutual consent of the auditors.

5. Special Business

To consider and if thought fit, approve as a special business, the proposed revision to the Director's fees as set out in the explanatory notes accompanying this Notice.

By order of the Board of Directors.



Mereoni Matavou
Company Secretary

06 October 2026

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:

In accordance with section 401 of the Companies Act 2015, the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2026 will be laid before the meeting. Shareholders will be given a reasonable opportunity to ask questions and make comments on the reports and the management of the Company. No formal resolution is required in respect of this agenda item.

Any questions raised at the AGM that cannot be adequately addressed during the meeting will be responded to by the Company through a market announcement within a reasonable timeframe following the AGM.

2. Confirmation of Interim Dividend for FY26

The Board declared two interim dividend distributions for the financial year ended 30 June 2026. An interim dividend of 1.35 cents per equity share was declared on 1 October 2025 followed by a further interim dividend of 1.35 cents per equity share declared on 31 March 2026. These distributions reflect the Company's commitment to delivering consistent returns to shareholders, while maintaining compliance with the Company's Dividend Policy and ensuring that its capital position remains sound.

In accordance with the Companies Act 2015 and the Articles of Association, the two interim dividends are being presented to shareholders at the AGM for ratification. The proposed ratification will formally record shareholders approval of the dividends previously declared and paid by the Board.

3. Election of Directors

- a) The Board proposes that Dr. Ilimotama Cawi be reappointed as an Independent Director of the Company pursuant to Article 52 of the Company's Articles of Association. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Dr. Ilimotama Cawi

Dr Cawi is a highly qualified accounting and governance professional, holding professional qualifications as a Certified Public Accountant (CPA) and Certified Forensic Accounting Specialist (ACFE). He brings extensive experience as a forensic accountant, auditor and investigator across both the private and public sectors, including service with the Fiji Police Force. He has also served as a lecturer at the University of the South Pacific (USP) and Fiji National University (FNU).

Dr. Cawi currently serves as Chairman of Pacific Cement Pte Limited and Chairman of the Real Estate Agents Licensing Board. He also contributes to governance and oversight across the FHL Group through his membership of the Audit and Risk Sub-Committees of FHL, BIL and PCL. Dr. Cawi brings a strong assurance, governance and control perspective to the Board. His experience and expertise contribute to the Company's financial discipline, risk management, audit oversight and the protection of long-term shareholder value.

- b) The major shareholders have nominated Mr. Rokoseru Nabalarua for reappointment as a Director of the Company pursuant to Article 52 of the Company's Articles of Association. Mr. Nabalarua's reappointment is accordingly submitted to shareholders for consideration and approval at the Annual General Meeting.

Mr. Rokoseru. Nabalarua

Mr. Nabalarua is the Chairman of Fijian Holdings Limited and Chief Executive Officer of the Lyndhurst Group of Companies. A civil engineer by profession, he holds a Bachelor of Engineering (Civil) from the University of Auckland. He has more than two decades of executive and leadership experience across Fiji and the Pacific, with expertise in infrastructure, energy, petroleum, manufacturing, water, property development, financial services and corporate governance. His previous executive appointments include leadership roles with FIJI Water, Pacific Energy, Energy Fiji Limited, senior regional roles with BP South-West Pacific and Shell Fiji.

Mr. Nabalarua brings extensive experience in corporate transformation, strategic investment, major infrastructure delivery and governance. He currently serves as Chairman and Director of Energy Fiji Limited and as a Director of BSP Financial Group Limited's Fiji operations. He is also trustees of two locally registered Charities and one Australian registered Charity.

- c) The major shareholders have nominated Mr. Semi Lotawa for reappointment as a Director of the Company pursuant to Article 52 of the Company's Articles of Association. Mr. Lotawa's reappointment is accordingly submitted to shareholders for consideration and approval at the Annual General Meeting.

Mr. Semi Lotawa

Mr. Lotawa is the Director of Philanthropy at the FIJI Water Foundation and Co-Founder of Rise Beyond the Reef, with extensive experience in commercial leadership, investment, philanthropy and community development. His previous roles include Chief Executive Officer of Callison Pacific Pine Chemicals and positions in investment analysis and community development in the United States.

He currently serves as Chairman of Basic Industries Limited and holds several community and governance roles. Mr. Lotawa brings to the FHL Board a strong combination of commercial, governance and community development experience, with particular focus on sustainable investment, Indigenous participation and community resilience.

- d) Ms. Elenoa Biukoto was nominated by the major shareholder to fill a casual vacancy on the Board. Following the nomination, the Board accepted the nominee and appointed Ms. Biukoto as a Director on 19 June 2026 pursuant to Article 53 of the Company's Articles of Association. In accordance with Article 53, Ms. Biukoto holds office until the first AGM following the date of her appointment, at which she is eligible for reappointment by shareholders.

The major shareholder has nominated Ms. Biukoto for reappointment as a Director of the Company pursuant to Article 52 of the Company's Articles of Association. Her reappointment is therefore submitted to shareholders for consideration and approval at the Annual General Meeting.

Elenoa Biukoto

Ms. Elenoa Biukoto is the Chief Executive Officer of Vodafone Fiji, one of Fiji's leading telecommunications and digital services companies. She has more than two decades of leadership experience across telecommunications, finance, audit, revenue assurance, corporate governance, and business operations. At Vodafone Fiji, she has held senior roles including Chief Financial Officer, Company Secretary, Financial Controller, and Manager Revenue Assurance and Audit. Before joining Vodafone Fiji, she worked with ANZ Pacific Operations as a Business Analyst and with PricewaterhouseCoopers as an Audit Manager.

Ms. Biukoto brings strong financial discipline, governance experience, and practical insight into technology, customer markets, and large corporate operations. Her experience supports FHL's focus on sound investment decisions, strong oversight, digital growth, and long-term shareholder value.

4. Appointment of Auditors

In accordance with section 422 of the Companies Act 2015 and the Company's Articles of Association, shareholders are requested to appoint the Company's external auditor to hold office from the conclusion of this AGM until the conclusion of the next AGM.

Following a transparent and competitive selection process undertaken in 2025, which included a public call for expressions of interest and evaluation of qualified audit firms, KPMG, Chartered Accountants, was selected for a three-year engagement as the Company's external auditor.

Notwithstanding the three-year engagement, the appointment of the external auditor remains subject to annual shareholder approval at each AGM. Accordingly, shareholders are requested to reappoint KPMG for the ensuing year, to hold office from the conclusion of this AGM until the conclusion of the next AGM.

Shareholders are also requested to authorise the Board to determine and fix the auditors' remuneration in consultation with KPMG, having regard to the scope and complexity of the audit, applicable professional standards and the need to maintain auditor independence.

5. Special Business - Revision of Directors Fees

The current annual Directors' fees were approved by shareholders at the 2006 AGM and have remained unchanged since that time.

FHL commissioned an independent benchmarking assessment of Directors' remuneration, taking into account relevant market benchmarks and the scale, complexity and responsibilities associated with the governance of FHL and the Group. The review also considered the significant growth of the FHL Group since the current fees were approved in 2006. These changes provide relevant context regarding the increased scale of the operations, investments and shareholder interests now overseen by the Board, while annual Directors' fees have remained at the levels approved in 2006.

All amounts are expressed in \$'000.

Financial Measure	2006	2026	% Change
Group revenue	94,060	423,397	350%
Group profit before tax	24,392	67,030	175%
Total assets	313,223	1,087,580	247%
FHL investment portfolio	159,174	743,197	367%
Dividends paid	4,093	8,225	101%

Percentage changes are rounded to the nearest whole percentage.

Over this period, Group revenue has increased by approximately 350%, profit before tax by 175%, total assets by 247% and the FHL investment portfolio by 367%. Dividends paid to shareholders have also increased by approximately 101%. These indicators illustrate the material increase in the scale and financial position of the Group since the existing Directors' fee structure was approved.

Following consideration of the independent assessment and the circumstances of the FHL Group, the proposed revised fee structure has been referred to shareholders for their consideration and determination at this AGM.

The proposed annual Directors' fees are:

Position	Current Annual Fee	Proposed Annual Fee
Chairperson	\$50,000	\$75,000
Deputy Chairperson	\$30,000	\$45,000
Director	\$20,000	\$30,000

The proposed revision represents a 50% increase in the annual fee for each position. In considering the proposed revision, shareholders may have regard to the independent benchmarking assessment, the approximately 20-year period since the fees were last approved, and the significant increase in the scale and complexity of the FHL Group over that period.

The proposed revision is subject to shareholder approval in accordance with the Companies Act 2015, FHL's Articles of Association and the Board Charter. Directors' financial interests in the proposed remuneration arrangements have been disclosed and recorded. If approved, the revised Directors' fees will take effect from 1 January 2027, being the third quarter of FY2027.

Accordingly, shareholders are invited to consider the proposed revision, as an item of Special Business, and to vote on the Ordinary Resolution set out above.

PROXY FORM

[Pursuant to Section 157 and 158 of Companies Act 2015]

Name of the Member: _____

Registered Address: _____

SIN: _____

I/We, being the members(s) of _____ shares of **FIJIAN HOLDINGS LIMITED** (“FHL”), 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 FHL, to be held on **Friday 30th October 2026 at 12:00 midday at Level 18, FHL Tower, Lot 3, Corner of Gordon Street and Thurston Street, Suva** and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Signed this _____ day of _____ 2026.

Signature of Member(s) _____

No.	Resolutions	*Optional [Mark X]		
		For	Against	Abstain
	Ordinary Business			
1.	Consideration of Financial Statements.			
2.	Confirmation of Interim Dividend Declaration.			
3.a)	Re-election of an Independent Director.			
b)	Re-election of Director representing the majority shareholders.			
c)	Re-election of Director representing the majority shareholders.			
d)	Appointment of Director representing the majority shareholders.			
4.	Appointment of Auditors			
5.	Special Business: Revision of Director's Fees			

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*" 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 Fijian Holdings Limited, Level 17 FHL Tower, Corner of Gordon Street & Thurston Street, Suva or Share Registry at Central Share Registry Pte Limited, Shop 1 and 11, Sabrina Building Victoria Parade Suva or 330 5020 or email to companysecretary@fijianholdings.com.fj on **Wednesday, 28th October 2026 before 12:00 midday** 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.

FOR OFFICIAL USE ONLY

This Proxy Form was received on _____ at _____ (time).

Verified by: _____ (Signature & Stamp)

Date: _____

Appointment of Corporate Representative

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 Friday 30th October 2026

Of

FIJIAN HOLDINGS LIMITED

SIGNATURES- THIS MUST BE COMPLETED

Common Seal (if applicable)	<i>Director</i>	<i>Sole Director & Sole Secretary</i>
	<i>Director / Company Secretary</i>	<i>Date</i>
		/ /

Information

In order to be effective, the form must be received by the Company Secretary of Fijian Holdings 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 may be 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 may be 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 OFFICIAL USE ONLY

This Proxy Form was received on _____ at _____ (time).

Verified by: _____ (*Signature & Stamp*)

Date: _____

PRE-REGISTERING FORM FOR ONLINE ATTENDANCE

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

(Please tick the box. Incomplete or incorrectly completed form will not be processed).

☐

I wish to attend the Annual General Meeting via Zoom.

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

Name(s) of Shareholder(s):

Name of attendee:

Voter identification card number / Passport Number/ Company Registration Number:

Shareholder Identification Number:

Email Address:

Contact Number(s):

Signature(s):

Date: _____

*Where authorized representative of a company or proxy holder for a shareholder.

IMPORTANT:

Please note the following:

1. Full name and voter identification card number/passport number(s)/ company registration number is required for the purposes of verification.
2. By completing and submitting this form, you agree and acknowledge that the Company and / or our service provider may collect, use and disclose your personal data, as contained in your submitted form for the purpose of processing and effecting your request.
3. Photographic, sound and/ or video recordings of the Company's AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Company's AGM. Accordingly, the personal data of a shareholder of the Company (such as his name, his presence at the Company's AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purposes.
4. Shareholders should raise their hands to vote.

NOTE:

Duly completed Pre-registration Form must be emailed to companysecretary@fijianholdings.com.fj before 12.00 midday, Wednesday 28th October 2026.

Annexure L: Procedure for Voting on a Poll

The procedure for voting on a Poll given below must be read together with the Articles of Association of the Company. In case of inconsistency between this Annexure and the Articles of Association of the Company, the Articles of Association shall prevail. The Chairperson is required to explain the poll procedures to shareholders after poll is demanded and before vote is taken on the proposed resolution.

General Requirements of Voting on a Poll

1. When a Poll is effectively demanded

- 1.1 At a meeting of a Company's Members, a poll may be demanded by—
- at least 5 Members entitled to vote on the resolution;
 - members with at least 5% of the votes that may be cast on the resolution on a poll; or
 - the chair.

Explanation: Fewer number of members or members with lesser percentage of shares may demand a poll if provided in the Articles. Please read Clause 1.1 in accordance with the Articles of Association of your Company.

- 1.2 At a meeting Poll may be demanded—
- before a vote is taken;
 - before the voting results on a show of hands are declared; or
 - immediately after the voting results on a show of hands are declared.

The percentage of votes that Members have is to be worked out as at the midnight before the poll is demanded.

2. When and How Polls must be taken

- 2.1 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.
- 2.2 A poll on the election of a chair or on the question of an adjournment must be taken immediately.

3. Appointment of Scrutineer

- 3.1 The SPX may, if it considers appropriate, direct a listed entity to appoint an independent person as a scrutineer, to decide the validity of votes cast at a general meeting. The scrutineer shall provide a Report on the Results of Voting as prescribed in Annexure M.

4. Explaining Procedure on Voting on a Poll to Shareholders

For the benefit of the shareholders, SPX believes that if one or more resolutions at the general meeting would be voted through poll, it is important that shareholders are informed about the procedures on how voting would be carried out. As such, listed companies would be required to circulate this Annexure at the general meeting should voting by poll be demanded. The procedure on voting should then be included as an agenda item of the meeting and be explained by the Chairman of the general meeting.

Voting Process

