



## GENEVA FINANCE LIMITED

### Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of shareholders of Geneva Finance Limited (“Geneva” or the “Company”) will be held at the MUFG Pension & Market Services Office, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, on Thursday 25 September 2025 commencing at 2:00pm.

#### Agenda

- Introduction;
- Review of financial year ending 31 March 2025;
- Update since 1 April 2025;
- Questions on Financial Statements;
- Resolutions to be considered;
- Questions on resolutions;
- Voting on resolutions.

#### Business

##### 1. Annual Report and Financial Statements:

To consider and receive the Annual Report and the Financial Statements for the year ended 31 March 2025 and the audit report thereon.

##### 2. Ordinary Resolutions

To consider, and if thought fit, to pass the following ordinary resolutions, requiring a **simple majority** of votes by those shareholders entitled to vote and voting. All resolutions to be put to the meeting are discussed in the Explanatory Notes attached.

##### a. Resolution 1: Removal of Borrowing Restrictions in respect of FPG loan arrangements (Note 1)

To remove the Borrowing Restrictions (as defined in Note 1 of this Notice of Meeting) placed on Geneva in respect of the loan arrangements with Federal Pacific Group Limited (and/or one or more of its subsidiaries).

**b. Resolution 2 Auditor Remuneration (Note 2)**

That the Board be authorised to determine the auditor's fees and expenses for the 2026 financial year.

**General Business:**

To consider any other business that may be properly brought before the meeting.

**Proxies**

A proxy form is attached for your use. Refer to the section titled "Proxies" below for instructions for completing the Proxy Form. Please deliver the completed proxy to the Company by **no later than 2:00pm on Tuesday, 23 September 2025**.

## Explanatory Notes

The Board unanimously endorses both Resolution 1 and Resolution 2.

### Note 1 – Removal of Borrowing Restrictions in respect of FPG loan arrangements: Resolution 1

At Geneva's extraordinary general meeting held on 29 November 2023, a resolution was passed authorising Geneva and/or one or more of its subsidiaries (together **the Geneva Group**) to:

- borrow from Federal Pacific Group Limited and/or one or more of its subsidiaries (together **FPG**), loans having an aggregate principal amount not exceeding at any time the greater of NZ\$10,000,000 and 40% of Average Market Capitalisation (as defined in the NZX Listing Rules from time to time), including all existing advances previously made by FPG to the Geneva Group; and
- extend or renew any such loans from time to time,  
(that cap being the **Maximum Principal Restriction**), in each case subject to:
- the applicable interest rate never being greater than the lesser of 10% per annum or 4.5 % per annum above any prevailing relevant benchmark rate (the **Interest Rate Restriction**); and
- the independent directors of Geneva certifying (the Certification Requirement) that, in their opinion:
  - The particular transaction is on terms and conditions which are no less advantageous to Geneva than would apply if the relevant money were to have been borrowed from an unrelated external commercial lender; and
  - The entry into of the transaction is fair and reasonable to Geneva and to all shareholders in Geneva,

(the Maximum Principal Restriction, the Interest Rate Restriction and the Certification Requirement together being the **Borrowing Restrictions**).

Federal Pacific Group Limited (**Federal Pacific**) is the holder of a majority of the issued shares in Geneva.

Geneva is proposing to remove the Borrowing Restrictions because they were imposed in response to the related party provisions under the NZX Listing Rules and these provisions (along with the other NZX Listing Rules) no longer apply to Geneva after delisting from the NZX.

The effect will be that Federal Pacific will then be treated the same as other wholesale investors.

**Note 2 – Auditor Remuneration: Resolution 2**

Baker Tilly Staples Rodway is the current auditor of the Company. The Companies Act 1993 provides that a company's auditor is automatically reappointed at the Annual Meeting of the Company unless the shareholders resolve to appoint a replacement auditor, or there is another reason for the auditor not to be reappointed.

Section 207S of the Companies Act 1993 further provides that the auditors' fees and expenses must be fixed by the Company, or in the manner that the Company determines at a shareholders' meeting.

Shareholders are being asked to resolve that the Board be authorised to fix the fees and expenses of Baker Tilly Staples Rodway for the 2026 financial year.

## **Important Information:**

### **General Note Applicable to All Resolutions requiring Votes at the Annual Meeting**

Pursuant to section 125 of the Companies Act 1993, the Board has determined that, for the purposes of voting at the Annual Meeting, only those registered shareholders of the Company as at 5:00pm, 23 September 2025, being a day not more than 20 working days before the meeting, shall be entitled to exercise the right to vote at the meeting either in person or by appointing a proxy to attend and vote instead of that shareholder.

Voting will be one share, one vote and may be conducted by way of a poll.

There are no voting restrictions on Resolution 1 or Resolution 2.

### **Proxies**

Any Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting. A proxy does not need to be a shareholder. If you appoint a proxy, you may either direct your proxy how to vote for you, or you may give the proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion then you should make the appropriate election on the Proxy Form, to grant your proxy that discretion.

Except as discussed below, you will be deemed to have given your proxy discretion if you do not make an election in relation to any of resolutions 1 and 2. The Chairman of the meeting or any other director of the Company is willing to act as proxy for any shareholder who appoints him or her for that purpose. The chairman and any directors appointed as proxy will vote any discretionary proxies in favour of resolutions 1 and 2.

To be valid, a completed Proxy Form must be returned by no later than 2:00pm, Tuesday, 23 September 2025. Any Voting/Proxy Form received after that time will not be valid for the meeting.

A proxy form is enclosed with this Notice of Meeting. If you wish to vote by proxy, you must complete the form and return it to MUFG Pension & Market Services so as to ensure that it is received by 2:00pm on 23 September 2025. You can also appoint your proxy and vote on the resolutions online by going to <https://nz.investorcentre.mpms.mufg.com/voting/GFL>. Details of where to return the completed proxy form are set out on the Proxy Form.

By Order of the Board of Directors

Malcolm Johnston

**Managing Director**