



**KINETIC
GROWTH FUND**

**NOTICE OF ANNUAL GENERAL MEETING OF KINETIC
GROWTH FUND LIMITED**

Notice is hereby given that the Annual General Meeting of Kinetic Growth Fund Limited will be held at the Suva Business Centre, 221 Victoria Parade, Suva, on Wednesday, 28th of August, 2019 commencing at 10:30am, to transact the following business:

ORDINARY BUSINESS:

1. Apologies, proxies and determination of quorum

2. Report by the Manager

To receive a report by the Manager on the affairs and performance of the Company and its investments during the financial year ended 31 December, 2018.

3. 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, 2018 together with the reports of the Board of Directors and Auditors therein.

4. Election of Directors

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

Re-appointment of a Director retiring by rotation

To appoint **Mr. Jack Lowenstein**, director of the Company, who retires by rotation pursuant to Clause 107 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

5. Appointment of Auditors

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

Auditor's appointment:

Pursuant to the Articles of Association of the Company, Messrs. Ernst & Young, 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 resolutions accompanies the Notice of Meeting.

By order of the Board of Directors.



Griffon Emose
Company Secretary

6 August, 2019

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 / her 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:

These Explanatory Notes are intended to provide shareholders with sufficient information to assess the merits of the various matters contained in the Notice of Annual General Meeting.

1. Apologies, proxies and determination of quorum

2. Report by the Manager

To receive a report by the Manager on the affairs and performance of the Company and its investments during the financial year ended 31 December, 2018.

3. 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 will be addressed through a market announcement by the Company within a reasonable timeframe.

4. Election of Directors

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

Mr. Jack Lowenstein:

Mr. Lowenstein is an Australian citizen, based in Sydney. He is the Joint Chief Investment Officer and Managing Director of Morpic Asset Management, a global fund manager based in Australia which he co-founded. He was previously the Deputy Chief Investment Officer of Australia's largest ethical fund manager, Hunter Hall. Mr. Lowenstein serves on a number of public company boards and was a founding director of KGF. He started investment banking over a decade ago after a long career in financial journalism for Euromoney Publications.

Mr. Lowenstein was educated at St Edmund Hall, Oxford in the UK, where he studied economics, politics and philosophy and was awarded an MA (Oxon). He is an alumni of the Harvard Business School in the US having completed the three-year Owner President Management (OPM) course. He is currently licensed by the Australian Securities and Investment Commission as an authorised representative as well as by the RBF as an Investment Adviser Representative.

5. Appointment of Auditors

The Board proposes to re-appoint the retiring Auditors in accordance with Clause 145 of the Articles of Association of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed between the Board and the Auditors. The retiring Auditors Messrs. Ernst & Young, Chartered Accountants, being eligible, offer themselves for appointment.

PROXIES:

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed proxy form. This form must be received by the Company by 26th August, 2019 (48 hours prior to AGM). Proxy forms received later than this time will be invalid. Any member entitled to attend and vote is entitled to appoint a proxy. A proxy need not be a member of the Company.

The completed form of proxy may be:

- a) Mailed to G.P.O. Box 17904, Suva, Fiji; or
- b) Emailed to infodesk@kontiki.com.fj; or
- c) Faxed to +679 330 7241.



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 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 *28 August 2019 at 10:30am at Suva Business Centre, 221 Victoria Parade, Suva* and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

| RESOLUTIONS | * OPTIONAL (MARK X) | | |
|---|---------------------|---------|---------|
| | FOR | AGAINST | ABSTAIN |
| 1 Consideration of Financial Statements | | | |
| 2 Election of Directors | | | |
| 3 Appointment of Auditors | | | |

Signed this _____ day of _____ 20____.

Signature of Member(s): _____

Notes:

- * 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.
- 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.
- 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.
- This Proxy Form must be received by the Company at *FNPF Boulevard, Level 2, Plaza 1, 33 Ellery Street, Suva* or Share Registry at *Shop 1 And 11, Sabrina Building, Victoria Parade, Suva* or fax (+679) 330 7241 or email address *joseph@kontiki.com.fj*, 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.