

NOTICE OF NOTEHOLDERS MEETING

Further to the approval of the Stock Exchange of Mauritius on 18 March 2025 in connection with the proposed supplements to the Listing Particulars (as defined below), notice is hereby given by Northernfin Limited (previously 'Northfields International High School Limited') (the "**Company**") to (i) the holders of the notes (the "**Notes**") issued by the Company pursuant to the listing particulars dated 6 September 2021 (the "**Listing Particulars**") (the "**Noteholders**") and (ii) the Noteholders' representative, that a meeting of the Noteholders will be held at Northfields Hall, Northfields School, Main Road, Labourdonnais Village Mapou 31803 Mauritius on Monday 28 July at 2 p.m, for the purpose of considering the following business matters:

AGENDA

1. To authorise an amendment to the Listing Particulars to allow for the early repayment of the Notes; and
2. To authorise the Noteholders' representative to take any and all actions necessary to implement the foregoing resolutions, acting in his own capacity and on behalf of the Noteholders.

FIRST RESOLUTION TO BE VOTED AS A SPECIAL RESOLUTION

"RESOLVED THAT the following amendments be made to the Listing Particulars:

1. The definition of 'Repayment Date' be deleted and replaced by:

"31 August 2026 or such earlier date as may be determined by the Issuer"

2. The definition of 'Timetable' be deleted and replaced by:

"Issue Date: 01st September 2021

Listing Date: 24th September 2021

First Day of Trading: 24th September 2021

Repayment Date: 31 August 2026 or such earlier date as may be determined by the Issuer"

3. The following clause 7.4 be added:

"7.4 Where the Issuer decides to repay the Notes earlier than 31 August 2026, the Issuer shall send a notice of 14 Business Days to the Noteholders' Representative prior to the Repayment Date."

SECOND RESOLUTION TO BE VOTED AS A SPECIAL RESOLUTION

“RESOLVED THAT the Noteholders’ Representative be and is hereby authorised to take any and all actions necessary to implement the foregoing resolutions, acting in his own capacity and on behalf of the Noteholders”.

By order of the board of directors

Northernfin Limited

Date: 04 July 2025

Notes in relation to the appointment of proxy

- (a) *A Noteholder, entitled to attend and vote at the Noteholders’ meeting or any adjournment or adjournments thereof, if required and who is unable to attend the meeting in person, may appoint a proxy to attend and vote on his behalf. If no specific as to voting is given, the proxy will exercise his/her discretion as to how he votes.*
- (b) *If the proxy form is returned, duly signed, without any indication of proxy, the Noteholder will be deemed to have designated the Noteholder’s Representative as proxy.*
- (c) *Every instrument appointing a proxy shall be in writing, signed by the appointor or his attorney or, in the case of a corporation, under its common seal, or signed by its attorney or a duly authorised officer.*
- (d) *The authority of a person signing a proxy form in a representative capacity must be attached to the proxy form unless that authority has already been recorded by the Company.*
- (e) *In order to be effective, the proxy form and the power of attorney or other authority (if any) under which the proxy form is signed or a notarially certified or office copy of such power or authority, must be deposited at The MCB Registry & Securities Ltd, 1st Floor, Raymond Lamusse Building, Sir William Newton Street, Port Louis, Mauritius (Attention Mr Victor Jonathan) or to Victor Jonathan on jonathan.victor@mcbcm.mu, no later than 2 p.m on 25 July 2025 and in default, the proxy form shall not be treated as valid.*
- (f) *The submission of the completed proxy form does not prevent any Noteholder or their duly authorised representative from attending the meeting, speaking, and voting in person instead of using a proxy.*
- (g) *If two or more proxies attend the meeting, then that person attending the meeting whose name appears first on the proxy form and whose name is not deleted, shall be regarded as the validly appointed proxy.*

Other notes:

- (a) *This Notice is issued pursuant to the SEM Listing Rule 11.17(a), the Securities Act 2005 and the rules and regulations made thereunder.*
- (b) *The board of directors of the Company accepts full responsibility for the accuracy of the information contained in this notice.*
- (c) *The proxy form should be sent to the attention of Mr. Victor Jonathan.*
- (d) *In the case of joint holders, the signature of any one holder on the proxy form will be sufficient but the names of all the joint holders should be stated. However, in case one or more proxy vote form is received from the joint holders, the proxy vote form received from the Noteholder whose name appear first on the register shall be considered.*

NORTHERNFIN LIMITED PROXY FORM

If you wish to appoint a proxy, please complete the section below and return this form to the following address: The MCB Registry & Securities Ltd, 1st Floor, Raymond Lamusse Building, Sir William Newton Street, Port Louis, Mauritius (Attention Mr Victor Jonathan) or to Victor Jonathan on jonathan.victor@mcbcm.mu, **no later than 2 p.m on 25 July 2025.**

I/We

	(name of Noteholder(s))
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of

	(address of Noteholder(s))
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Being a noteholder(s) of Northernfin Limited (the “**Company**”), hereby appoint

	(name of proxy)
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of

	(address of proxy)
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or failing him/her

	(name of proxy)
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of

	(address of proxy)
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as my/our proxy to vote for me/us at the Noteholder’s Meeting of the Company to be held on Monday 28 July 2025 at 2 p.m at Northfields Hall, Northfields School, Main Road, Labourdonnais Village Mapou 31803 Mauritius and at any adjournment thereof.

I/we direct my/our proxy to vote on the following manner:

(Vote with a tick)

I/we desire my/our vote(s) to be cast on the Resolutions as follows:

		For	Against	Abstain
1	FIRST RESOLUTION TO BE VOTED AS A SPECIAL RESOLUTION “RESOLVED THAT the following amendments be made to the Listing Particulars: 1. The definition of Repayment Date be deleted and replaced by: “31 August 2026 or such earlier date as may be determined by the Issuer”; 2. The definition of Timetable be deleted and replaced by: “Issue Date: 01st September 2021 Listing Date: 24th September 2021 First Day of Trading: 24th September 2021			

	<p>Repayment Date: 31 August 2026 or such earlier date as may be determined by the Issuer”; and</p> <p>3. The following clause 7.4 be added:</p> <p>“7.4 Where the Issuer decides to repay the Notes earlier than 31 August 2026, the Issuer shall send a notice of 14 Business Days to the Noteholders’ Representative prior to the Repayment Date.”</p> <p>by executing an amendment to the Listing Particulars.”</p>			
2	<p>SECOND RESOLUTION TO BE VOTED AS A SPECIAL RESOLUTION</p> <p>“RESOLVED THAT the Noteholders’ Representative be and is hereby authorised to take any and all actions necessary to implement the foregoing resolutions, acting in his own capacity and on behalf of the Noteholders”.</p>			

Signed this _____ day of _____ 2025

Signature: _____

Name: _____

Date: _____