

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2021 Annual Meeting of Shareholders of Marlin Global Limited (“Marlin” or “the Company”) will be held in Guineas Room 1, Ellerslie Event Centre, Greenlane, Auckland on Monday, 8 November 2021 and online via the Computershare Meeting Platform <https://meetnow.global/nz>, commencing at 10:30am.

If the Company is prevented from being able to hold the Annual Meeting in person on the Meeting Date as a result of COVID-19 restrictions, shareholders will only be able to join the meeting online at <https://meetnow.global/nz>. When participating online, shareholders will require their shareholder number, found on the enclosed proxy form, for verification purposes. Online participation details are set out below.

THE BUSINESS OF THE MEETING WILL BE:

A. Annual Report

To receive the annual report for the year ended 30 June 2021.

B. Resolutions

1. Election of Director

To re-elect Carol Campbell as a director of the Company.

The NZX Listing Rule 2.7.1 requires that a director does not hold office (without re-election) past the third annual meeting following the director’s appointment or three years, whichever is longer.

Carol Campbell retires by rotation in accordance with the NZX Listing Rules, and being eligible, offers herself for re-election. The board unanimously supports the re-election of Carol Campbell as an independent director. See Explanatory Note for Resolution 1 for further information.

2. Election of New Director

To elect David McClatchy as a director of the Company.

In accordance with the governance requirements of the NZX Listing Rules and following the retirement of Carmel Fisher from the board, David McClatchy seeks election to the board.

The board unanimously supports the election of David McClatchy as an independent director. See Explanatory Note for Resolution 2 for further information.

3. Auditor Remuneration

To authorise the board to fix the remuneration of the auditor for the ensuing year.

See Explanatory Note for Resolution 3 for further information.

C. General Business

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

Each of the resolutions being put to the meeting are proposed as ordinary resolutions and, to be passed, require approval at the meeting by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution.

The board of Marlin recognises that the Annual Meeting of Shareholders is an important forum at which shareholders can meet the board. We welcome your input and encourage you to submit any questions you may have in writing prior to the meeting to:

Marlin Global Limited

Private Bag 93502, Takapuna, Auckland 0740

Phone +64 9 484 0365

enquire@marlin.co.nz

On behalf of the board



Alistair Ryan

Independent Chair

The Ellerslie Event Centre is situated at 80-100 Ascot Ave, Greenlane. Car parking is provided at the venue. Attendees will be required to comply with any Ministry of Health guidelines which may be in place at the time and any venue health and safety procedures.

PROCEDURAL NOTES

1. The only persons who are entitled to vote at the meeting are those shareholders whose names are recorded in the share register of the Company at 5.00pm on Thursday 4 November 2021.
2. A shareholder may attend the meeting and vote or may appoint a proxy to attend the meeting and vote in place of the shareholder.
3. A proxy need not be a shareholder of the Company. 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. The Chair of the meeting is prepared to act as proxy. Any undirected votes in respect of a resolution, where the Chair (or any other director) is appointed as a proxy, will be voted in favour of the relevant resolution, other than when he or she is prohibited from voting on that resolution.
4. If you wish to appoint a proxy you should complete the proxy form which is enclosed with this notice of meeting. Proxy forms must be returned to the office of Marlin's share registrar, Computershare Investor Services Limited, either by email enquiry@computershare.co.nz, by delivery to Level 2, 159 Hurstmere Road, Takapuna, Auckland or by mail to Private Bag 92119, Auckland 1142, so as to be received not later than 10.30am on Thursday 4 November 2021.

EXPLANATORY NOTE FOR RESOLUTION 1 – RE-ELECTION OF DIRECTOR



Carol Campbell *BCom, FCA, CMInstD*
Independent director

Term of Office

Carol Campbell was first appointed to the board on 5 June 2012 and last elected at the 2018 Annual Meeting.

Board Committees

Chair of the Audit & Risk Committee
Member of the Remuneration & Nomination Committee
Member of the Investment Committee

Biography

Carol Campbell is an experienced company director who has a sound understanding of efficient board governance and extensive financial experience. Carol is a director and Chair of the Audit and Risk committees of Kingfish and Barramundi, and Chair of the Audit and Risk committee of Marlin. Carol also holds a number of directorships across a broad spectrum of companies including T&G Global, New Zealand Post, Chubb Insurance New Zealand and NZME, where she is also the Chair of the Audit and Risk committees, and she is a director of Kiwibank. Carol is a Fellow of Chartered Accountants Australia and New Zealand. Carol had her own chartered accountancy practice for 11 years after a successful career as a partner at Ernst & Young for over 25 years. Carol's principal place of residence is Auckland.

The board considers that Carol Campbell is an independent director for the purposes of the NZX Listing Rules. The board unanimously supports the re-election of Carol Campbell.

EXPLANATORY NOTE FOR RESOLUTION 2 – ELECTION OF NEW DIRECTOR



David McClatchy *BCom*
Independent director

Term of Office

David McClatchy was appointed to the board on 1 July 2021 and as required by the Company's Constitution and the NZX Listing Rules must be elected by shareholders at the 2021 Annual Meeting.

Board Committees

Member of the Audit & Risk Committee
Member of the Remuneration & Nomination Committee
Member of the Investment Committee

Biography

David McClatchy is an experienced company director who has extensive investment management experience across New Zealand and international markets over the last 35 years. David is a director of Kingfish and Barramundi. Before returning to New Zealand in 2019, David was Group Chief Investment Officer for Insurance Australia Group and Director and Head of IAG Asset Management. Prior to this, David had a 16-year career with ING as Chief Executive and Chair of ING Investment Management in Australia and Chief Investment Officer and Director of ING New Zealand. David's principal place of residence is Tauranga.

The board considers that David McClatchy is an independent director for the purposes of the NZX Listing Rules. The board unanimously supports the election of David McClatchy.

EXPLANATORY NOTE FOR RESOLUTION 3 – AUDITOR REMUNERATION

PricewaterhouseCoopers is automatically re-appointed as auditor under section 207T of the Companies Act 1993. Under section 207S of the Companies Act auditor fees and expenses must be fixed in the manner determined at the annual meeting of shareholders. This resolution authorises the board to fix the remuneration of the auditor.

ONLINE PARTICIPATION DETAILS

Provided COVID-19 restrictions do not prevent the Company from being able to hold the Annual Meeting in person on the Meeting Date, shareholders will be able to attend and participate in the Annual Meeting in person at Ellerslie. Shareholders may also choose to participate in the Annual Meeting online via the Computershare Meeting Platform <https://meetnow.global/nz>. However, should the COVID-19 threat level be higher than Alert Level One in Auckland on the day of the Annual Meeting, or if the Government restrictions mean that an in-person meeting cannot take place, the Company will need to move to a fully online Annual Meeting. The Company will notify shareholders by email and a notice on NZX and will post details on the Company's website, if it is necessary for the Annual Meeting to take place fully online.

In order to participate remotely, shareholders should visit <https://meetnow.global/nz> on their desktop or mobile device and click “Go” under the Marlin meeting and then click “JOIN MEETING NOW”. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the enclosed Virtual Meeting Guide for more information. You will need the latest version of Chrome, Safari, Edge or Firefox to access the meeting. Please ensure your browser is compatible.

If shareholders have any questions or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm (NZ time) Monday to Friday.

Shareholders will be able to view the presentations, vote on the resolutions to be put to shareholders and ask questions, by using their own computers or mobile devices. Shareholders will still be able to appoint a proxy to vote for them as they otherwise would, by following the instructions on the proxy form and this Notice of Meeting.

Please note that not all questions may be able to be answered during the meeting. In this case, questions will be followed up after the meeting.

Details of how to participate “virtually” are provided in the accompanying Virtual Meeting Guide, with instructions for accessing the virtual meeting.

Shareholders are encouraged to review this guide prior to the Annual Meeting of Shareholders.

Shareholders will require their CSN/Securityholder Number, which can be found on their proxy form, for verification purposes.

The safety of our shareholders remains our key focus and if anyone is feeling unwell they must not attend the meeting in person.