

# NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2025 Annual Meeting of Shareholders of Marlin Global Limited (“Marlin” or “the Company”) will be held on Friday, 7 November 2025 commencing at 10:30am, in Guineas Room 1, Ellerslie Event Centre, Greenlane, Auckland and online via the Computershare Meeting Platform [meetnow.global/nz](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.

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## THE BUSINESS OF THE MEETING WILL BE:

### A. Annual Report

To receive the annual report for the year ended 30 June 2025.

### B. Resolutions

#### 1. Re-election of Director

To re-elect Fiona Oliver 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.

*The board unanimously supports the re-election of Fiona Oliver as an independent director.  
See Explanatory Note for Resolution 1 for further information.*

#### 2. Election of New Director

To elect Dan Coman as a director of the Company.

In accordance with the governance requirements of the NZX Listing Rules and following the announced future retirement of Carol Campbell from the board, Dan Coman seeks election to the board.

*The board unanimously supports the election of Dan Coman 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.

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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



Andy Coupe  
Independent Chair

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The Ellerslie Event Centre is situated at 80-100 Ascot Ave, Greenlane. Car parking is provided at the venue.

## PROCEDURAL NOTES

1. **Right to Vote:** 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 Wednesday 5 November 2025.
2. **How to Vote:** A shareholder may exercise their right to vote in three ways. Namely, by appointing a proxy and voting online in advance of the meeting, attending the meeting in person or via the Computershare Online Meeting Platform and voting during the meeting. A voting/proxy form is enclosed with this Notice of Meeting and contains additional details around voting and appointing a proxy.

All voting at the Annual Meeting will be by poll, as required under the NZX Listing Rules.

3. **Voting at the in-person meeting:** A shareholder may exercise their right to vote at the physical meeting in two ways. Namely, by being present and voting in person or by appointing a proxy or representative (in the case of a corporate shareholder) to attend and vote in their place.

If you are entitled to vote and wish to do so in person at the Annual Meeting, please bring your voting/proxy form with you, as the barcode will assist with your registration.

4. **Appointing a Proxy or Representative and Voting online prior to the meeting:**  
If a shareholder is unable to attend the meeting in person or online, they may wish to appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on their behalf. Go online at [investorvote.co.nz](https://investorvote.co.nz). Shareholders will need to provide their CSN/Securityholder Number, which can be found on the proxy form, and follow the prompts to appoint a proxy or representative online. Online voting prior to the meeting is available until 10.30am on Wednesday 5 November 2025.

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.

## PROCEDURAL NOTES CONTINUED

Alternatively, you may complete the Proxy/Voting Form that is included with this Notice of Meeting. To be valid, a completed Proxy/Voting Form (and any power of attorney under which it is signed) must be received by Computershare not later than 10.30am on Wednesday 5 November 2025. While the completed proxy form can be sent to Computershare via mail or as an email attachment, we recommend lodging your proxy online at [investorvote.co.nz](https://investorvote.co.nz).

The email address for the sending of proxy forms to Marlin's share registrar, Computershare Investor Services Limited is [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz), while the mail address is Private Bag 92119, Victoria Street West, Auckland 1142.

## EXPLANATORY NOTE FOR RESOLUTION 1 – RE-ELECTION OF DIRECTOR



**Fiona Oliver** *LLB, BA, CFInstD*  
Independent Director

### Term of Office

Fiona Oliver was first appointed to the board on 1 June 2022 and last elected at the 2022 Annual Meeting.

### Board Committees

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

### Biography

Fiona Oliver is an experienced director, with governance roles across a range of business sectors, including infrastructure (renewable energy, natural gas), technology, retirement villages, professional and financial services and sport. She is a director of Kingfish and Barramundi. Fiona is also a director of Gentrack Group Limited, Clarus Group, Freightways Limited, Summerset Holdings Limited, Wynyard Group Limited (in liquidation) and a board member of the Guardians of the New Zealand Superannuation Fund. Fiona's Executive roles included Chief Operating Officer of Westpac NZ's investment arm, BT Funds Management, and General Manager of AMP NZ's Wealth Management division. In Sydney and London, Fiona managed the Risk and Operations function for AMP's private capital division. Prior to this, Fiona was a senior corporate and commercial solicitor in New Zealand and overseas, specialising in mergers and acquisitions. Fiona is a Chartered Fellow of the Institute of Directors and a member of Global Women. Fiona was awarded the Beacon Award by the New Zealand Shareholders Association. Fiona's principal place of residence is Auckland.

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

## EXPLANATORY NOTE FOR RESOLUTION 2 – ELECTION OF NEW DIRECTOR



**Dan Coman** *BCom, FCA ANZ, CMInstD*  
Independent Director

### Term of Office

Dan Coman was appointed to the board on 1 October, 2025 and as required by the Company's Constitution and the NZX Listing Rules, must be elected by shareholders at the 2025 Annual Meeting.

### Board Committees

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

### Biography

Dan Coman was the Deputy CFO for Insurance Australia Group (IAG) in Australia, the country's largest insurer, which also has a significant business in New Zealand. He was accountable for all finance functions, including group financial planning and performance, external statutory, regulatory reporting and investor reporting, financial control and governance, treasury, taxation, and reinsurance. Previously, Dan was Chief Financial Officer for IAG New Zealand. Dan's earlier background provided him with considerable exposure to the wealth management and funds management sectors, working for leading companies such as Barclays Wealth Management and Schroders Investment Management. Dan has a very strong understanding of listed company compliance and regulatory responsibilities. If elected, the board intends that Dan will assume the chair of the Audit and Risk Committee upon the retirement of Carol Campbell on 31 December, 2025. Dan's principal place of residence is Auckland.

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

## EXPLANATORY NOTE FOR RESOLUTION 3 – AUDITOR REMUNERATION

PricewaterhouseCoopers is automatically reappointed 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

The Company is hosting a hybrid annual meeting, allowing shareholders who cannot attend in person to join online via the Computershare Meeting Platform [meetnow.global/nz](https://meetnow.global/nz). By using the web platform, you'll be able to watch the annual meeting, vote and ask questions online using your smartphone, tablet or desktop device. For more information, please refer to the Virtual Meeting Guide available at [computershare.com/vm-guide-nz](https://computershare.com/vm-guide-nz). Make sure you have the latest version of Chrome, Safari or Edge 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 0800 650 034 or +64 9 488 8777 (outside of NZ) 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.