

Northernfin Limited
(Previously known as NORTHFIELDS INTERNATIONAL SCHOOLS
HOLDINGS LIMITED)

NOTICE OF ANNUAL MEETING OF MEMBERS

Notice is hereby given that the Annual Meeting of Members of **Northernfin Limited (Previously known as NORTHFIELDS INTERNATIONAL SCHOOLS HOLDINGS LIMITED)** (the "Company") will be held **via ZOOM** on the **28th February 2025** commencing at **16.00 hours** to transact the following business:

1. To approve the minutes of proceedings of the Annual Meeting held on 26th February 2024.

ORDINARY RESOLUTION I.

"**RESOLVED** that the minutes of proceedings of the last Annual Meeting of Members held on 26th February 2024 be hereby approved."

2. To consider the Annual Report 2024 of the Company.
3. To receive the report of UHY & Co, the auditors of the Company.
4. To consider and approve the audited financial statements of the Company for the year ended 31st August 2024;

ORDINARY RESOLUTIONS II.

"**RESOLVED** that the audited financial statements of the Company for the financial year ended 31st August 2024 be hereby approved."

5. To re-appoint, by way of separate resolutions, as Directors of the Company to hold office until the next Annual Meeting of Members, the persons listed at III to VI. below¹ who offer themselves for re-election.

ORDINARY RESOLUTIONS III. to VIII.

"**RESOLVED** that the following persons be hereby re-appointed as Directors of the Company."

- III. Mr. Brett Ivor CHILDS
- IV. Mr. John Wallace MCILRAITH
- V. Mr. Didier MERVEN
- VI. Mrs. Alexis Marguerite BOTES
- VII. Mrs. Hema CEDERHAGE
- VIII. Mr. Mark John VAN BEUNINGEN

6. To re-appoint UHY & Co as auditors of the Company to hold office until the next Annual Meeting of Members and to authorise the Board of Directors to fix their remuneration.

ORDINARY RESOLUTIONS IX

"**RESOLVED** that UHY & Co be hereby re-appointed as auditors of the Company to hold office until the next Annual Meeting of Members and to authorise the Board of Directors to fix their remuneration".

7. Any other matter

BY ORDER OF THE BOARD



GSA Solutions Ltd
Company Secretary

30th January 2025

Notes:

- *Any shareholder of the Company entitled to attend and vote at this meeting, may appoint a proxy of his/her behalf.*
- *A proxy form is attached to the present notice of meeting.*
- *The instrument appointing a proxy or any general power of attorney should be deposited at C/o GSA Solutions Ltd, 2nd Floor, Black River Business Park, MAURITIUS, at least twenty-four (24) hours before the start of the meeting and in default, the instrument of proxy shall not be treated as valid.*
- *For the purpose of this Annual Meeting, the Directors have resolved, on compliance with Section 120(3) of the Companies Act 2001, that the shareholders who are entitled to receive notice of the meeting shall be those shareholders whose names are registered in the share register of the Company as at 30th January 2025.*