

Care & attention

NOTICE OF MEETING 2018



OCEANIA
HEALTHCARE

Notice is hereby given that the Annual Meeting of Shareholders of Oceania Healthcare Limited (the “**Company**”) will be held at The Heritage Hotel, 35 Hobson Street, Auckland on Tuesday 28 August 2018 at 2.00pm.

Business

A. Annual Report and Financial Statements

To consider and receive the annual report and the financial statements for the year ended 31 May 2018 and the audit report thereon.

B. Chair’s Address

C. Chief Executive Officer’s Address

D. Resolutions

Shareholders will be asked to consider and, if thought appropriate, pass the following resolutions:

1. Re-election of Alan Isaac

That Alan Isaac, who retires by rotation and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.

2. Re-election of Kerry Prendergast

That Kerry Prendergast, who retires by rotation and, being eligible, offers herself for re-election, be re-elected as a Director of the Company.

3. Election of Sally Evans

That Sally Evans, who holds office under the constitution only until the Annual Meeting and, being eligible, offers herself for election, be elected as a Director of the Company.

4. Election of Gregory Tomlinson

That Gregory Tomlinson, who holds office under the constitution only until the Annual Meeting and, being eligible, offers himself for election, be elected as a Director of the Company.

5. Auditor’s Remuneration

That the Directors be authorised to fix the remuneration of PricewaterhouseCoopers as the auditor of the Company for the ensuing year.

E. Other Business

Ordinary Resolutions

Each of the resolutions set out above is an ordinary resolution, which will be passed if approved by a simple majority of the votes of shareholders entitled to vote and voting in person or by proxy or representative.

Persons Entitled to Vote

The persons who are entitled to vote on the resolutions at the Annual Meeting, and the number of votes they may cast, are as shown in the share register of the Company at 5.00pm on Friday 24 August 2018.

Proxies and Voting

Any shareholder who is entitled to attend and vote at the meeting may appoint a proxy instead to attend and vote on their behalf. A proxy need not be a shareholder of the Company. A body corporate that is a shareholder may appoint a representative to attend and vote on its behalf in the same manner as that in which it could appoint a proxy.

The Chair of the Company is willing to act as proxy for any shareholder who wishes to appoint her for that purpose. The Chair intends to vote any undirected proxies in favour of the resolutions.

If you wish to appoint a proxy, please review the proxy form which provides information for you to complete the form either online, by mail or by fax.

For your proxy appointment to be effective, it must be received by the share registrar, Computershare Investor Services Limited, in accordance with the instructions set out on the form not less than 48 hours before the start of the meeting – that is, by 2.00pm on Sunday 26 August 2018.

Explanatory Notes

Election and Re-election of Directors

Under rule 3.3.11 of the NZX Main Board Listing Rules, and in accordance with clause 28.7 of the Constitution, one third (or the number nearest to one third) of the Directors of the Company must retire by rotation at the Annual Meeting. Directors appointed by the Board are not taken into account in determining the number of Directors that are required to retire by rotation. If the retiring Directors are eligible, they may offer themselves for re-election by shareholders at the meeting. In this case, Alan Isaac and Kerry Prendergast retire by rotation and, being eligible, offer themselves for election as non-executive Directors of the Company.

Sally Evans and Gregory Tomlinson were appointed during the year by the Board. In accordance with clause 28.4 of the Company's constitution, they hold office only until the Annual Meeting. They are eligible for election, and offer themselves for election as non-executive Directors of the Company.

The Board has determined that in its view, if elected or re-elected (as applicable):

- Alan Isaac, Kerry Prendergast and Sally Evans will each be an independent Director; and
- Gregory Tomlinson will not be an independent Director,

for the purposes of the NZX Main Board Listing Rules.

All Directors standing for election or re-election do so with the support of the other Directors of the Company.

Resolution 1: The re-election of Alan Isaac

Alan Isaac was appointed as a Director in October 2015.

Alan is a professional Director with extensive experience in accounting, finance and governance. He is currently Vice President of the Institute of Directors NZ Inc and is Chairman of McGrath Nicol & Partners and New Zealand Community Trust. He is also a former President of the International Cricket Council. Alan is a Director of Scales Corporation Limited and Skellerup Holdings Limited. He is also a Board member of the Wellington Free Ambulance.

Alan is a former national Chairman of KPMG, and was made a Companion of the New Zealand Order of Merit (CNZM) in 2013. He is a Fellow of Chartered Accountants Australia and New Zealand.

Alan is the Chair of the Audit Committee and is a member of the Remuneration Committee.

Resolution 2: The re-election of Kerry Prendergast

Kerry Prendergast was appointed as a Director in December 2016.

Kerry is a professional Director. She was Mayor of Wellington (2001-2010) and is currently a Director on the boards of Compass Health and Wellington Free Ambulance, and is the Chair of Tourism New Zealand, the Environmental Protection Authority and the NZ Film Commission.

For 25 years Kerry was an independent midwife after training as a general nurse in 1970, and consequently gaining a Diploma in Intensive Care. Kerry was made a Companion of the New Zealand Order of Merit (CNZM) in 2011.

Kerry is the Chair of the Clinical and Health and Safety Committee.

Resolution 3: The election of Sally Evans

Sally Evans joined the Board as an independent non-executive Director on 23 March 2018.

Sally has over 30 years' experience in the private, government and social enterprise sectors in Australia, New Zealand, the United Kingdom and Hong Kong. Sally currently chairs the social enterprise LifeCircle and is a Non-Executive Director of ASX-listed Gateway Lifestyle Operations Limited. She has previously held Directorships on the boards of Opal Specialist Aged Care and Blue Cross Aged Care, was an inaugural member of the Australian Federal Government's Aged Care Financing Authority and held executive roles as Healthcare Director at the FTSE Compass Group plc and Head of Aged Care at AMP Capital.

Sally is the Chair of the Remuneration Committee and is a member of the Clinical and Health and Safety Committee.

Resolution 4: The election of Gregory Tomlinson

Gregory Tomlinson joined the Board as a non-executive Director on 23 March 2018.

Greg is a Christchurch-domiciled businessman and investor with experience in a variety of New Zealand industries. One of the original pioneers of the aquaculture industry in Marlborough, he has also established construction and aged care businesses.

Greg established Qualcare before it was sold into the Oceania Group in early 2008 and he was a Director of Oceania Healthcare from 2008 until 2016. Greg holds directorships on the boards of a number of New Zealand-based companies and is currently a Director of Heartland Bank Limited.

Auditor's Remuneration

Resolution 5: Auditor's Remuneration

The current auditor of the Company, PricewaterhouseCoopers, will be automatically reappointed as the Company's auditor under section 207T of the Companies Act 1993. Under section 207S of the Companies Act 1993, the auditor's fees and expenses must be fixed in the manner determined at the meeting. Shareholder approval is therefore sought for the Directors to fix PricewaterhouseCoopers' remuneration for the following year.

For and on behalf of the Board



Elizabeth Coutts

Chair, Oceania Healthcare Limited
30 July 2018



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