

# HANDLED WITH CARE.

NOTICE OF MEETING 2020



Notice is hereby given that the Annual Meeting of Shareholders of Oceania Healthcare Limited (“Company”) will be held at:  
South Stand Lounge, Level Four, Eden Park, 42 Reimers Avenue, Kingsland, Auckland on Thursday 27 August 2020 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 2020 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 ordinary resolutions:

1. **Re-election of Elizabeth Coutts:** That Elizabeth Coutts be re-elected as a Director of the Company.
2. **Auditor’s remuneration:** That the Directors be authorised to fix the remuneration of PricewaterhouseCoopers as the auditor of the Company for the ensuing year.

Further information relating to these resolutions is set out in the Explanatory Notes accompanying this Notice of Meeting. Please read and consider the resolutions together with the notes.

### E. Other Business

## Ordinary Resolutions

The ordinary resolutions set out above 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 5:00 pm on Monday 24 August 2020.

## 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 it can 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 Tuesday 25 August 2020.

## Explanatory Notes

### Re-election of Director

Under rule 2.7.1 of the NZX Listing Rules a Director must not hold office (without being re-elected) past the third annual meeting following that Director's appointment or 3 years, whichever is longer. In this case, Elizabeth Coutts offers herself for re-election as a Director of the Company.

The Board has determined that, in its view, if re-elected, Elizabeth Coutts will continue to be an independent Director for the purposes of the NZX Listing Rules. Elizabeth Coutts stands for re-election with the support of the other Directors of the Company.

### Ordinary Resolution 1: The re-election of Elizabeth Coutts

Elizabeth Coutts has been a Director of the Company since 5 November 2014. She was appointed Chair of the Company in 2014 and is a member of the Audit Committee, the Remuneration Committee, the Clinical and Health & Safety Committee and the Development Committee.

Elizabeth is a Fellow of Chartered Accountants Australia and New Zealand. She is the immediate past President of the Institute of Directors NZ Inc. and was made an Officer of the New Zealand Order of Merit in 2016.

She is currently Chair of Ebos Group Limited, Skellerup Holdings Limited and Ports of Auckland Limited.

Elizabeth has previously been Chief Executive of Caxton Group, Chairman of Meritec Group Limited, Industrial Research Limited and Life Pharmacy Limited, Deputy Chairman of Public Trust, and a Commissioner of both the Commerce Commission and Earthquake Commission. She has been a director of Sanford Limited, Ravensdown Fertiliser Co-operative, the Health Funding Authority, PHARMAC, Air New Zealand, Sport and Recreation New Zealand and Trust Bank New Zealand, and a member of both the Financial Reporting Standards Board of the New Zealand Institute of Chartered Accountants and the Monetary Policy Committee of the Reserve Bank of New Zealand.

### Auditor's Remuneration

#### Ordinary Resolution 2: 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.

## Oceania Healthcare 2020 Annual Meeting Webcast

Shareholders are also able to view the Annual Meeting of Shareholders online at [https://globalmeet.webcasts.com/starthere.jsp?ei=1346270&tp\\_key=7a4c3d9bed](https://globalmeet.webcasts.com/starthere.jsp?ei=1346270&tp_key=7a4c3d9bed) but will not be able to vote or otherwise participate when viewing the Annual Meeting using this option.

For and on behalf of the Board



Elizabeth Coutts  
Chair, Oceania Healthcare Limited  
30 July 2020

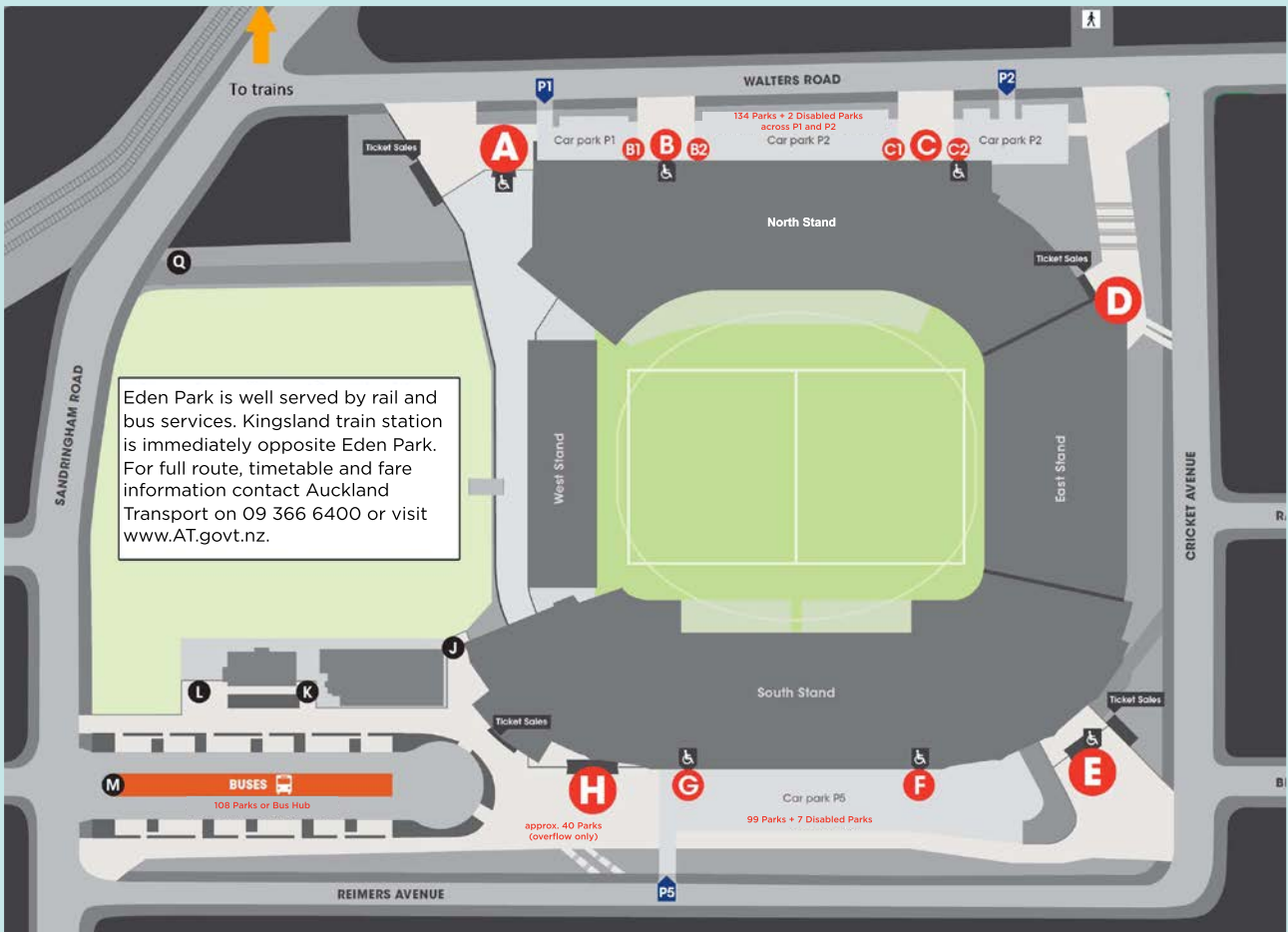
## Venue Instructions

### Venue:

South Stand Lounge, Level Four, Eden Park, 42 Reimers Avenue, Kingsland, Auckland.

### Directions:

1. Free parking is available in P5 off Reimers Avenue (map below)
2. Security will assist with directing you to the nearest available car parking spaces
3. Enter Eden Park via Gate G
4. Take the lift to Level Four
5. Enter the South Level Four Lounge





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