

HANDLED WITH CARE.

NOTICE OF MEETING 2020



Notice is hereby given that the Annual Meeting of Shareholders of Oceania Healthcare Limited (“Company”) will be a hybrid meeting held at:

West Lounge, Eden Park, Walters Road, Mt Eden, Auckland on Thursday 24 September 2020, and online via Lumi at www.web.lumiagm.com, commencing at 2.00pm.

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 in place on the Meeting Date, shareholders will only be able to join the meeting online at www.web.lumiagm.com. 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.

This Notice of Meeting replaces the Notice of Meeting that was issued by the Company on 30 July 2020 which has been revoked.

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. Ordinary 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, virtually via Lumi-AGM 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 Monday 21 September 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 22 September 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.

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 Eden Park. Shareholders may also choose to attend and participate in the Annual Meeting online via Lumi at www.web.lumiagm.com. 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 ASX if it is necessary for the Annual Meeting to take place fully online.

In order to participate remotely, shareholders should visit www.web.lumiagm.com on their desktop or mobile device and ensure that the browser is compatible – Lumi AGM supports the latest version of Chrome, Safari, Internet Explorer, Edge or Firefox.

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.

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up.

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 and all questions and answers will be made available on the Company's website.

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 the meeting ID (which is 361-157-152) as well as their CSN/Securityholder Number, which can be found on their proxy form, for verification purposes.

Keeping our residents, staff and shareholders safe

The safety of our residents, staff and shareholders remains our key focus in these challenging times.

All attendees at the Annual Meeting of Shareholders will be required to sign a health declaration before entering the meeting and if anyone is feeling unwell they must not attend the meeting in person.

For and on behalf of the Board



Elizabeth Coutts
Chair, Oceania Healthcare Limited
26 August 2020

Venue Instructions

Venue:

West Lounge, Eden Park, Walters Road, Mt Eden, Auckland

Directions:

1. Free parking is available in P1 and P2 off Walters Road (map below)
2. Enter Eden Park via Entry A
3. Walk along the Level 3 Concourse
4. Take the stairs down to the West Lounge
5. Enter the West Lounge

