



Better connection.

Notice is hereby given that the Annual Meeting of Shareholders of Oceania Healthcare Limited (**Company**) will be held at the Park Hyatt Auckland, 99 Halsey Street, Auckland and online at <https://meetnow.global/nz> on Friday 25 August 2023 commencing 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 March 2023 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 auditor's remuneration 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

Persons Entitled to Vote

The persons who will be 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 Tuesday 22 August 2023.

Attending the Meeting

The Company is holding a hybrid Annual Meeting this year. Shareholders can attend either in person or online at <https://meetnow.global/nz> or appoint a proxy to attend on their behalf.

Shareholders can attend the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting, click "Go" under the Oceania meeting and then click "Join Meeting Now". By using the meeting platform, shareholders will be able to watch the Annual Meeting, vote and ask questions online using a smartphone, tablet or desktop device. Please refer to the Virtual Meeting Guide for more information. You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible.

Shareholders who are not able to attend, in person or online, and who do not wish to appoint a proxy may cast an online or postal vote before the meeting. Please review the enclosed Voting/Proxy Form for instructions on how to vote online.

Proxies and Voting

Any shareholder who is entitled to attend and vote at the meeting may appoint a proxy instead to attend, in person or online, 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 on how to make this appointment.

For your vote or 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 Wednesday 23 August 2023.

Each resolution is to be considered as an ordinary resolution, requiring a simple majority of the votes of those shareholders entitled to vote and voting.

Explanatory Notes

Resolution 1: Re-election of Elizabeth Coutts

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.

Elizabeth Coutts (ONZM, BMS, FCA) has been a Director of Oceania since 5 November 2014 and was appointed Chair in 2014. Liz is also the Chair of EBOS Group Limited and Voyage Digital (NZ) Limited trading as Two Degrees. Liz is a Fellow of Chartered Accountants Australia and New Zealand.

Liz is a past President of the Institute of Directors NZ Inc and was made an Officer of the New Zealand Order of Merit in 2016. She has previously been Chief Executive of Caxton Group, Chairman of Skellerup Holdings Limited, Meritec Group Limited, Industrial Research Limited, Life Pharmacy Limited and Ports of Auckland 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 Cooperative, 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.

Liz is a member of all Board Committees.

Auditor's Remuneration

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.

As a matter of good governance practice, a formal request for proposal (RFP) process is currently underway for the provision of external audit services for the financial year ended 31 March 2024. If, following completion of the RFP process, the Board resolves to appoint a new external auditor, the Company will release a market announcement pursuant to NZX Listing Rule 3.20.1 and the appointment of the new auditor (if any) will be the subject of an ordinary resolution at the 2024 Annual Meeting.

Under section 207S of the Companies Act 1993, the auditor's fees and expenses must be fixed in the manner that is determined at the Annual Meeting. Shareholder approval is therefore sought for the directors to fix the auditor's remuneration for the following year.

For and on behalf of the Board



Elizabeth Coutts

Chair, Oceania Healthcare Limited
27 July 2023