



OCEANIA

# Believe in better.

NOTICE OF MEETING  
2021



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, Reimers Avenue, Kingsland, Auckland on Thursday 24 June 2021 commencing at 2.00pm.

## COVID-19 Implications

The Company is closely monitoring restrictions in New Zealand as a result of the COVID-19 pandemic. Having regard to the health and safety of our stakeholders and people, if the alert level is expected to be above Level 1 in Auckland on the date of the Annual Meeting, the Company may elect to hold this Annual Meeting as an online only meeting. In such circumstances, the Company will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on the Company's website including providing details of how to participate in an online meeting.

## Business

### A. Annual Report and Financial Statements

To consider and receive the annual report and the financial statements for the 10 month period ended 31 March 2021 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 Alan Isaac:** That Alan Isaac be re-elected as a Director of the Company.
2. **Re-election of Dame Kerry Prendergast:** That Dame Kerry Prendergast be re-elected as a Director of the Company.

3. **Re-election of Sally Evans:** That Sally Evans be re-elected as a Director of the Company.
4. **Re-election of Gregory Tomlinson:** That Gregory Tomlinson be re-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.

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 21 June 2021.

## 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 June 2021.

## Explanatory Notes

### Re-election of Directors

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, each of Alan Isaac, Dame Kerry Prendergast, Sally Evans and Gregory Tomlinson offers themselves for re-election as a Director of the Company.

The Board has determined that, in its view, if re-elected, each of Alan Isaac, Dame Kerry Prendergast, Sally Evans and Gregory Tomlinson will continue to be an independent Director for the purposes of the NZX Listing Rules. Each of Alan Isaac, Dame Kerry Prendergast, Sally Evans and Gregory Tomlinson stands for re-election with the support of the other Directors of the Company.

### Ordinary Resolution 1: The re-election of Alan Isaac

Alan Isaac (CNZM, BCA, FCA) has been a Director of Oceania since 1 October 2015. Alan is a professional director with extensive experience in accounting, finance and governance. He is currently President of the Institute of Directors NZ Inc. and is Chairman of New Zealand Community Trust and Basin Reserve 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 Chair of the Audit Committee and is a member of the Remuneration Committee.

### Ordinary Resolution 2: The re-election of Dame Kerry Prendergast

Dame Kerry Prendergast (DNZM, CNZM, MBA (VUW), NZRN, NZM) has been a Director of Oceania since 22 December 2016. Dame Kerry is a professional director. She was Mayor of Wellington (2001 – 2010) and is currently the Chair of the New Zealand Film Commission, Wellington Free Ambulance, Wellington Opera and Royal New Zealand Ballet. Dame Kerry is also a trustee of New Zealand Community Trust.

For 25 years Dame Kerry was an independent midwife after training as a general nurse in 1970, and consequently gaining a Diploma in Intensive Care. She was made a Companion of the New Zealand Order of Merit (CNZM) in 2011 and was promoted to Dame Companion of the New Zealand Order of Merit in January 2019 for services to governance and the community.

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

### Ordinary Resolution 3: The re-election of Sally Evans

Sally Evans (BHSc, MSc, FAICD, GAIST) has been a Director of Oceania since 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 is a Director of Healius Limited in Australia, Rest (Australian Super Fund), Allianz Australian Life Insurance Limited and Ingenia Communities, and is a member of the Australian Aged Care Quality and Safety Commission Advisory Council. 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 & Safety Committee.

### Ordinary Resolution 4: The re-election of Gregory Tomlinson

Greg Tomlinson (AME) has been a Director of Oceania since 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 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.

Greg is Chair of the Development Committee.

## Auditor's Remuneration

### Ordinary 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 that Act, 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 PricewaterhouseCoopers' remuneration for the following year.

### 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 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  
25 May 2021

## Venue Instructions

### Venue:

South Stand Lounge, Level Four, Eden Park, 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

