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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 Thursday 27 June 2024 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 2024 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.
2. **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 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 Monday 24 June 2024.

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 Tuesday 25 June 2024.

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

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 offer 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.

Resolution 1: 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 the past President of the Institute of Directors NZ Inc. and is Chairman of New Zealand Community Trust and Basin Reserve Trust. He is a former President of the International Cricket Council. Alan is a Director of Scales Corporation Limited and Skellerup Holdings Limited. He is also Board member of Wellington Free Ambulance, the Wellington Cricket Foundation and Community Online Gambling Limited. In April 2024 Alan was appointed to the Special Division of the NZ Markets Disciplinary Tribunal.

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, Chair of the Risk Committee and is a member of the People and Culture Committee.

Resolution 2: 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 Wellington Free Ambulance, Wellington Opera, Victoria University Foundation, Tourism Industry Association, Capital Kiwi and Royal New Zealand Ballet. Dame Kerry is also a trustee of New Zealand Community Trust and the Wellington International Arts Foundation. 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 and a member of the Risk Committee.

Resolution 3: 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, Allianz Australian Life Insurance Limited and Ingenia Communities. 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 a Member of the Australian Aged Care Quality and Safety Commission (regulator) Advisory Council.

Sally is Chair of the People and Culture Committee and is a member of the Clinical and Health & Safety Committee and the Sustainability Committee.

Resolution 4: Re-election of Gregory Tomlinson

Gregory 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 Chair of Heartland Group Holdings Limited. Greg is a member of the Development Committee.

Auditor's Remuneration

Resolution 5: Auditor's Remuneration

The current auditor of the Company, Ernst & Young, 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 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 May 2024