

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Oceania Capital Partners Limited ACN 111 554 360 (“the Company”) will be held as follows:

Date: 20 August 2020

Time: 10:30am

Venue: Suite 57
14 Narabang Way
Belrose, NSW

Item 1: Financial Reports (no resolution required)

To receive and consider the Financial Report of the Company and the reports from the Directors and Auditor for the year ended 31 March 2020.

Item 2: Re-election of Director

To consider and if thought fit, pass the following ordinary resolution:

“That Robert Moran, who retires by rotation in accordance with Article 9.3 of the Company’s Constitution, be re-elected as a Director of the Company”.

(See the Explanatory Notes for information on the Director offering himself for re-election).

Item 3: Appointment of Auditor

To consider and if thought fit, pass the following ordinary resolution:

“That, for the purpose of section 327B of the Corporations Act and for all other purposes, BDO Audit Pty Ltd (“BDO Audit”), having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the conclusion of this Annual General Meeting

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IMPORTANT NOTES

Registration at meeting

The Annual General Meeting is a meeting of shareholders and their representatives. Accordingly, in order to enter the meeting, it will be necessary for all attendees to register their attendance and be issued with an admission card. A registration desk will be located at the entrance to the meeting room.

At the discretion of the Company and subject to capacity, visitors will be allowed to enter the meeting. All visitors must also register before entering the meeting room.

Eligibility to vote

The Board of the Company has determined that, for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as shareholders as at 7.00pm (Sydney time) on 18 August 2020. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

If you wish to vote in person, you must attend the Annual General Meeting. If you cannot attend the meeting, you may vote by proxy, attorney or by appointing a corporate representative if you are a body corporate.

Proxies

Number of proxies and proportion of votes per proxy

A shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote in their place. The appointment may specify the proportion or number of votes that the proxy may cast. A shareholder entitled to cast two or more votes may appoint a maximum of two proxies to attend and vote in their place and specify the proportion or number of votes which each proxy may exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. Any fraction of a vote resulting from a shareholder appointing two proxies who are entitled to exercise the shareholder's voting rights in respect of a proportion of the shareholder's shares is to be disregarded.

Proxy need not be shareholder

A proxy need not be a shareholder of the Company.

Proxy may be individual or body corporate

A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the proxy form the name of the body corporate appointed as proxy.

Directing your proxy

You can direct your proxy how to vote by marking the "for", "against" or "abstain" boxes on the proxy form. If you choose to direct your proxy in relation to any resolution, but do not correctly mark either the "for", "against" or "abstain" box in relation to that resolution, the proxy's vote on that resolution will be invalid.

If you do not direct your proxy how to vote, that person may vote, or abstain from voting at their discretion, subject to the limitations noted below.

Lodgement of proxy forms

A proxy form is enclosed with this Notice of Annual General Meeting. A proxy form and the authority (if any) under which it is signed or a certified copy of that authority must be returned by no later than 10.30am on 18 August 2020.

Please send your completed proxy form by mail, fax, or email.

By mail:
57/14 Narabang Way
BELROSE NSW 2085

Fax:
02 9475 0215

Email:
info@oceaniacapital.com.au

Proxy forms may also be delivered or mailed to the Company's registered office at Suite 57, Level 3, 14 Narabang Way, Belrose, NSW 2085, Australia, by no later than 10.30am on 18 August 2020.

Body corporate representatives

A body corporate which is a shareholder of the Company may appoint an individual to act as its corporate representative. The appointment must comply with the requirements of section 250D of the Corporations Act 2001 (Cth). The representative should bring to the meeting evidence of his or her appointment, including any authority (or a certified copy of the authority) under which it is signed.

Poll

On a poll, each shareholder eligible to vote and present either in person, by proxy, attorney or authorised representative has one vote for every ordinary share that they hold.

By order of the Board



Lionel Baldwin
Company Secretary
15 July 2020

ANNUAL GENERAL MEETING - 20 AUGUST 2020

EXPLANATORY NOTES

Oceania Capital Partners Limited ACN 111 554 360 (“the Company”)

Detailed below are explanatory notes relating to the items of business to be considered at the Annual General Meeting (AGM). Shareholders will have a reasonable opportunity to ask questions or make comments on each item of business.

Item 1: Financial Reports

The Corporations Act requires the Company’s Financial Report, the Directors’ Report and the Auditor’s Report in respect of the year ended 31 March 2020 to be laid before the Annual General Meeting.

There is no requirement for a formal resolution on this matter. Accordingly, there will be no formal resolution put to the meeting.

The Company’s Financial Reports were signed off by the Board and the Auditors on 6 July 2020 and have been lodged with the Australian Securities & Investments Commission.

Shareholders will be given a reasonable opportunity at the meeting to ask questions about these reports, or to ask questions about or make comments on the management of the Company.

Item 2: Re-election of Director

Article 9.3 of the Company’s Constitution requires that at every annual general meeting of shareholders, one third of the Directors must retire from office. Any such Director or Directors may seek re-election as a Director if eligible to do so.

Article 10.10 of the Company’s Constitution exempts one Managing Director from retirement under Article 9.3. The Company has not designated either of the two Executive Directors as the Managing Director, for the purposes of Article 10.10.

Re- election of Robert Moran

Robert Moran retires in accordance with Article 9.3 of the Company’s Constitution and, being eligible, offers himself for re-election.

He has been involved as a principal investor for over 20 years at a board and strategic level in a variety of businesses and sectors and taking an active involvement in the underlying businesses. He is experienced in investment banking activities, including financings, capital raisings, mergers and acquisitions and has practiced corporate and commercial law at a senior level. He represents the Company as a director of EON Broadcasting Pty Ltd, Sunshine Coast Broadcasters Pty Ltd and RZT Holdings Pty Ltd.

Each Director of the Company, other than Robert Moran, having considered the performance of Robert Moran since his appointment and his skills, experience and knowledge, recommends that shareholders vote in favour of the resolution to re-elect Robert Moran as a Director of the Company.

Item 3: Appointment of Auditor

During the year, the company's auditors BDO East Coast Partnership ("BDO ECP") resigned as a result of BDO ECP restructuring its audit practice whereby audits are now conducted by BDO Audit Pty Ltd ("BDO Audit"), an authorised audit company, rather than BDO ECP.

Following Australian Securities and Investments Commission's consent to the resignation of BDO ECP as auditors in accordance with s329(5) of the Corporations Act 2001, the Directors appointed BDO Audit to fill the vacancy until the next Annual General Meeting.

In accordance with s327B of the Corporations Act 2001, we recommend that the appointment of BDO Audit as auditors of the Company be ratified

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