NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 2019 Annual General Meeting (the "Meeting") of the members of Oakley Capital Investments Limited (the "Company") will be held at 3rd Floor, Mintflower Place, 8 Par-La-Ville Road, Hamilton HM08, Bermuda on 22 August 2019 at 11.00 a.m. (Bermuda time).

AGENDA

1. To elect a Chairman, if necessary.
2. To read the Notice convening the Meeting.
3. To lay before the members the Company's audited report and accounts for the financial year ended 31 December 2018.
4. To note the retirement by rotation as a Director of the Company of Peter Dubens at the Meeting in accordance with Bye-law 105 of the Company's Bye-laws.

Ordinary Resolutions

5. To consider, and if thought fit, pass the following resolutions as ordinary resolutions:
    1. **THAT** KPMG Audit Limited of Crown House, 4 Par la Ville Road, Hamilton HM 08, Bermuda be re-appointed as auditors for the ensuing year to hold office until the close of the next Annual General Meeting, and that the Directors be authorised to fix their remuneration.
    2. **THAT** the maximum number of Directors of the Company be determined, for the purposes of Bye-law 104 of the Company's Bye-laws, as not more than six (6);
    3. **THAT** Peter Dubens be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed;
    4. **THAT** Laurence Blackall be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed;
    5. **THAT** Stewart Porter be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed;
    6. **THAT** Caroline Foulger be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until her successor is elected or appointed;
    7. **THAT** Craig Bodenstab, who was appointed by the board since the last annual general meeting of the Company, be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed; THAT the Directors be authorised from time to time to fill any vacancies on the Board;
    8. **THAT** general authority be conferred on the Directors to appoint alternate Directors; and

Special Resolution

10. **THAT,** conditional on Admission of the Company's shares to the Specialist Fund Segment of the main market of the London Stock Exchange, the Directors be authorised to issue shares for cash and/or sell shares from treasury on a non-pre-emptive basis provided that such authority shall be limited to the issue of shares and/or the sale of shares from treasury of up to 10 per cent. of the issued share capital of the Company as at the date of the Meeting.

Copies of the letters of appointment of the Directors of the Company will be available for inspection for at least 15 minutes prior to the Meeting and during the Meeting itself.

26 July 2019
BY ORDER of the Directors
Oakley Capital Manager Limited
Secretary

NOTES

1. Only those shareholders registered in the Company's register of members at:
   - 6.00 pm Bermuda time on 20 August 2019; or,
   - if this meeting is adjourned, at 6.00 pm on the day seven days prior to the adjourned meeting,

   shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. A member is entitled to appoint another person as his/her proxy to attend the Meeting and vote instead of that member. A member who is the holder of two or more ordinary shares may appoint more than one proxy to represent him/her. A proxy need not be a member.
3. Enclosed is a Form of Proxy appointing the Chairman of the Meeting or some other person to vote your shares with respect to any and all matters coming before the Meeting.

   To be valid the Form of Proxy (together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof) must be received no later than 11.00 a.m. Bermuda time on 21 August 2019 at:

   Oakley Capital Manager Limited
   Secretary
   Oakley Capital Investments Limited
   3rd Floor, Mintflower Place
   8 Par-La-Ville Road
   Hamilton HM08
   Bermuda
   Email: ipilgrim@mayflower.bm
   Fax: (441) 542 6724

   Please return the completed Form of Proxy by scanned e-mail or by facsimile.
4. You can instruct your proxy how to vote on each resolution by ticking the "For" and "Against" boxes as appropriate. If you wish to abstain from voting on any resolution, you may tick the box which is marked "Vote withheld". It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution. A corporation should execute the Form of Proxy under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
5. The Company advises that it knows of no other items to be brought before the Meeting other than the agenda items specified in the Notice. However, should any other items be presented at the Meeting of which the Company is not aware, it is the intention that the Proxy-holder vote at his/her discretion. Similarly, if you do not indicate on the Form of Proxy how your proxy should vote, the Proxy-holder may vote at his/her discretion.
6. The giving of a proxy does not preclude a member from attending and voting in person at the Meeting should the member giving the proxy so desire and, in such event, the instrument appointing the proxy shall be deemed to be revoked. The proxy may also be revoked at any time provided Notice of Revocation is received by the Company at the address given in paragraph 3 above before commencement of the Meeting. Notice of Revocation may be served by scanned e-mail or by facsimile.
7. The Ordinary Resolutions require a simple majority of votes cast at the Meeting in order to pass. The Special Resolution requires a majority of not less than three-fourths of votes cast at the Meeting in order to pass.
8. As at the date of this Notice, the total number of shares in issue in the Company is 2,043,999 ordinary shares of £0.01 each. On a vote by a show of hands, every holder of ordinary shares that is present in person (or being a corporation, is present by a duly authorised representative) or by proxy shall have one vote. On a poll, every holder of ordinary shares that is present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative, shall have one vote for every fully paid ordinary share held.

OAKLEY CAPITAL INVESTMENTS LIMITED

(the "Company")

Specific Proxy

To be used for the 2019 Annual General Meeting of the Members of the Company to be held at the registered offices at 3rd Floor, Mintflower Place, 8 Par-La-Ville Road, Hamilton HM 08, Bermuda at 11:00 a.m. (Bermuda time) on 22 August, 2019.

I/We ....,
[insert name of Member]

the registered holder of .... ordinary shares in the Company hereby appoint
[insert number of shares]

[the Chairman of the Meeting] [..],*
[insert name of proxy]

to be my/our proxy to vote on my/our behalf at the aforesaid meeting, and at any adjournment thereof.

I/We direct my/our proxy to vote on the following Ordinary Resolutions and Special Resolution at the meeting: **

1. **RESOLVED** that KPMG Audit Limited of Crown House, 4 Par la Ville Road, Hamilton HM 08, Bermuda be re-elected as auditors of the Company for the ensuing year to hold office until the close of the next Annual General Meeting and that the Board of Directors be authorised to determine the auditors' remuneration

   FOR **AGAINST** **VOTE WITHHELD**

2. **RESOLVED** that the maximum number of Directors of the Company be determined as not more than six (6).

   FOR **AGAINST** **VOTE WITHHELD**

3. **RESOLVED** that Peter Dubens, being eligible for re-election, be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed.

   FOR **AGAINST** **VOTE WITHHELD**

4. **RESOLVED** that Laurence Blackall, being eligible for re-election, be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed.

   FOR **AGAINST** **VOTE WITHHELD**

5. **RESOLVED** that Stewart Porter, being eligible for re-election, be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed.

   FOR **AGAINST** **VOTE WITHHELD**

6. **RESOLVED** that Caroline Foulger, being eligible for re-election, be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until her successor is elected or appointed.

   FOR **AGAINST** **VOTE WITHHELD**

7. **RESOLVED** that Craig Bodenstab who was appointed by the board since the last annual general meeting of the Company, be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until her successor is elected or appointed.

FOR **AGAINST** **VOTE WITHHELD**

8. **RESOLVED** that the Directors be authorised to fill any vacancy on the Board as and when they deem fit.

FOR **AGAINST** **VOTE WITHHELD**

9. **RESOLVED** that the Directors be authorised to appoint Alternate Directors as and when they deem fit.

FOR **AGAINST** **VOTE WITHHELD**

10. **RESOLVED** that conditional on Admission of the Company's shares to the Specialist Fund Segment of the main market of the London Stock Exchange, the Directors be authorised to issue shares for cash and/or sell shares from treasury on a non-pre-emptive basis provided that such authority shall be limited to the issue of shares and/or the sale of shares from treasury of up to 10 per cent. of the issued share capital of the Company as at the date of the Meeting.

FOR **AGAINST** **VOTE WITHHELD**

Unless otherwise instructed with respect to any particular resolution, the proxy will vote or abstain as he/she thinks fit.

AS WITNESS my/our hand(s) this ………………………day of ………………………, 2019.

SIGNED by

………………………………………………………

Member

* *Delete and complete as appropriate if you wish to appoint someone other than the Chairman of the Meeting as your proxy*

** *If you wish to abstain from voting on any resolution, you may tick the box which is marked "Vote withheld". It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution. If you do not indicate on the Form of Proxy how your proxy should vote, the Proxy-holder may vote (or abstain from voting) at his/her discretion*