5 September 2022

To: The Members

Please be advised that the 2022 Annual General Meeting (the "**Meeting**") of Oakley Capital Investments Limited (the "**Company**") has been convened for 10am (Bermuda time) on 30 September 2022, to be held at 3rd Floor, Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton HM 08, Bermuda.

Please find enclosed a Notice of the Meeting (the "**Notice**"). The Annual Report and Accounts of the Company for the financial year ended 31 December 2021 has already been distributed to all Members by posting to the Company's website at: https://oakleycapitalinvestments.com

**Information on certain resolutions in respect of special business to be proposed at the Meeting**

Resolution 8 is a special resolution, in respect of special business, to authorise the Directors to issue shares for cash on a non-pre-emptive basis. This limited disapplication of pre-emption rights is in line with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles ("**Principles**"). The Principles provide that a company may seek authority by special resolution to issue non-pre-emptively for cash equity securities representing no more than 5% of issued ordinary share capital in any one year. The Principles further provide that the disapplication of pre-emption rights should last no more than 15 months or until the next annual general meeting, whichever is the shorter period.

**Entitlement to attend and vote**

Please note that only the registered holders of the Company's Ordinary Shares who are entered in the Company's Register of Members as at 6.00 pm (Bermuda time) on 27 September the ("Cut-off Date") or 48 hours before the time for the holding of any adjourned meeting thereof are entitled to attend and vote at the Meeting. A member is entitled to appoint one or more proxies to attend the Meeting and vote instead of that member. A proxy need not be a member. Enclosed is a Form of Proxy appointing the Chair of the Meeting or some other person to vote your shares with respect to any and all matters coming before the Meeting. If you wish to appoint one or more proxies, please complete and sign the Form of Proxy, returning it (together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof) by no later than 11.00 am (Bermuda time) on 27 September 2022 or 48 hours before the time for the holding of any adjourned meeting thereof to:

Carey Olsen Services Bermuda Limited
Secretary
Oakley Capital Investments Limited
Rosebank Centre, 5th Floor
11 Bermudiana Road
Pembroke HM 08
Bermuda
Email: Susie.tindall@careyolsen.com
Please return the completed Form of Proxy by scanned e-mail.

We advise that we know 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 we are not aware, it is the intention that the Proxy-holder vote or abstain from voting at their discretion. Similarly, 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 their discretion.

The proxy may be revoked at any time provided notice of revocation ("Notice of Revocation") is received by the Company at the address given above before commencement of the Meeting or any adjournment thereof. Notice of Revocation may be served by scanned e-mail.

Yours Faithfully,

Carey Olsen Services Bermuda Limited, in its capacity as Secretary of:
Oakley Capital Investments Limited

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 2022 Annual General Meeting (the "**Meeting**") of the Members of Oakley Capital Investments Limited (the "**Company**") is to be held at 3rd Floor, Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton HM08, Bermuda on 30 September 2022 at 10am (Bermuda time), or as soon thereafter as possible, for the following purposes:

### AGENDA

1. To elect a Chair, if necessary.
2. To read the Notice convening the Meeting and confirm quorum.
3. To lay before the members the Annual Report and Accounts of the Company for the financial year ended 31 December 2021.
4. To consider and vote on the resolutions set out below in this Notice. Resolutions 1 to 7 will be proposed as ordinary resolutions. Resolution 8 will be proposed as a special resolution.

### Ordinary Resolutions

1. **THAT** KPMG Audit Limited of Crown House, 4 Par-la-Ville Road, Hamilton HM 08, Bermuda be reappointed 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** Caroline Foulger be re-elected a Director of the Company.

3. **THAT** Richard Lightowler be re-elected a Director of the Company.

4. **THAT** Fiona Beck be re-elected a Director of the Company.

5. **THAT** Peter Dubens be re-elected a Director of the Company.

6. **THAT** Stewart Porter be re-elected a Director of the Company.

7. **THAT** the Directors be authorised from time to time to fill any vacancies on the Board left unfilled at any general meeting of the Company (including the Meeting).

### Special Resolution

8. **THAT** the Directors be authorised to issue shares for cash on the basis that shareholder pre-emption rights shall not apply to any such issue (including the pre-emption rights contained in the bye-laws of the Company and specifically bye-law 19A and including further the pre-emption rights contained in the Financial Conduct Authority's Listing Rule 9.3.11R with which the Company has voluntarily undertaken to comply), provided that:

   (a) such authority shall be limited to the issue of shares up to an aggregate nominal amount of £88,209 (representing approximately five (5) percent of the issued share capital of the Company as at the date of this Notice); and

(b) such authority shall expire at the conclusion of the Company's next Annual General Meeting after the passing of this resolution or, if earlier, 15 months after the passing of this resolution, save that the Company may, before such expiry make offers or agreements which would or might require shares to be allotted after the authority expires and the Directors may allot shares in pursuance of any such offer or agreement as if the authority had not expired.

5 September 2022
BY ORDER of the Directors
Carey Olsen Services Bermuda Limited, in its capacity as Secretary

## NOTES

### Information on Resolution 8 (disapplication of pre-emption rights)

a) Resolution 8 will, if passed, give the Directors power to issue shares for cash without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal amount of £88,209 which represents approximately 5% of the Company's issued ordinary share capital as at the date of this Notice.

### Entitlement to attend and vote

b) Only those shareholders registered in the Company's register of members at:

- 6.00 pm (Bermuda time) on 27 September 2022; or
- if this Meeting is adjourned, 48 hours before the time for the holding of 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.

### Appointment of proxies

c) A member is entitled to appoint another person as their proxy to attend the Meeting and vote instead of that member. A member who is a holder of two or more ordinary shares may appoint more than one proxy to represent them and vote on their behalf at the meeting. A proxy need not be a member.

d) Enclosed is a Form of Proxy appointment that entitles the Chair 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 am (Bermuda time) on 27 September 2022 or 48 hours before the time for the holding of any adjourned meeting thereof at:

Carey Olsen Services Bermuda Limited
Secretary
Oakley Capital Investments Limited
Rosebank Centre, 5th Floor
11 Bermudiana Road
Pembroke HM 08
Bermuda
Email: Susie.tindall@careyolsen.com
Please return the completed Form of Proxy by scanned e-mail.

e) 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.

f) 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 or abstain from voting at their discretion. Similarly, 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 their discretion.

g) 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 (d) above before commencement of the Meeting. Notice of Revocation may be served by scanned e-mail.

## Voting

h) 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.

## Issued shares and total voting rights

i) As at the date of this Notice, the total number of shares in issue in the Company is 176,418,438 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 a 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. Therefore, the total number of voting rights in the Company as at the date of this Notice is 176,418,438.

## Holders of Depositary Interests

j) If you are a holder of Depositary Interests, please complete and return the Form of Direction (in accordance with the instructions set out in that document) to Computershare Investor Services PLC, as soon as possible and in any event so as to be received by no later than 11.00 am (Bermuda time) on 27 September 2022 or 48 hours before the time for the holding of any adjourned meeting thereof. Holders of Depositary Interests must be registered in the Company's Depository Interest register as at 6.00 pm (Bermuda time) on the Cut-off Date or 48 hours before the time for the holding of any adjourned meeting thereof.

**OAKLEY CAPITAL INVESTMENTS LIMITED**
(the "**Company**")
**FORM OF PROXY**

To be used for the 2022 Annual General Meeting of the Members of the Company to be held at 3rd Floor, Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton HM 08, Bermuda at 10am (Bermuda time) on 30 September 2022 or any adjournment thereof (the "**Meeting**").

I/We ..............................................................................................................................,
*(insert name of Member)*

of ..........................................................................................................................................................................,
*(insert address of Member)*

being the registered holder of ..................................................... ordinary shares in the Company
*(insert number of shares)*

hereby appoint the Chair of the Meeting [..........................................................................],*
*(insert name of proxy)*

to be my/our proxy to vote on the following Ordinary Resolutions (Resolutions 1 to 7) and Special Resolution (Resolution 8) at the Meeting as I/we have indicated by marking the appropriate box with an "X":**

1. **Resolution One – Re-election of KPMG Audit Limited**
   FOR ☐ AGAINST ☐ VOTE WITHHELD ☐
2. **Resolution Two – Re-election of Caroline Foulger**
   FOR ☐ AGAINST ☐ VOTE WITHHELD ☐
3. **Resolution Three – Re-election of Richard Lightowler**
   FOR ☐ AGAINST ☐ VOTE WITHHELD ☐
4. **Resolution Four – Re-election of Fiona Beck**
   FOR ☐ AGAINST ☐ VOTE WITHHELD ☐
5. **Resolution Five – Re-election of Peter Dubens**
   FOR ☐ AGAINST ☐ VOTE WITHHELD ☐
6. **Resolution Six – Re-election of Stewart Porter**
   FOR ☐ AGAINST ☐ VOTE WITHHELD ☐
7. **Resolution Seven - Directors be authorised from time to time to fill any vacancies on the Board left unfilled at any general meeting of the Company (including the Meeting)**
   FOR ☐ AGAINST ☐ VOTE WITHHELD ☐
8. **Resolution Eight – Authorisation of Directors to issue shares for cash on the basis that shareholder pre-emption rights shall not apply to any such issue**
   FOR ☐ AGAINST ☐ VOTE WITHHELD ☐

Unless otherwise instructed with respect to any particular resolution, the proxy will vote or abstain from voting at their discretion.

AS WITNESS my/our hand(s) this ......................................day of ...........................................................2022.

SIGNED by

……………………………………………… ……………………………………………………..

Member Print Name

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

***If you wish to abstain from voting on any resolutions, you may tick the box which is marked "Vote withheld". It should be noted that a note 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 their discretion.*

NOTES

1. To be valid, this form must be received by email at Susie.tindall@careyolsen.com no later than 11.00 am (Bermuda time) on 27 September 2022 or 48 hours before the time for the holding of any adjourned meeting thereof.

2. The form must be signed. If someone else signed the form on your behalf, you or that person must send the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof to Susie.tindall@careyolsen.com.

3. This form enables you to instruct your proxy how to vote in the event of a poll on the resolutions to be proposed at the meeting. Please indicate with an "X" how you wish to vote. If you do not indicate how you wish to vote, the proxy will vote or abstain from voting at their discretion.

4. The appointment of the Chair of the Meeting as proxy has been included for convenience. If you wish to appoint any other person or person as proxy or proxies delete the words “the Chair of the Meeting” and add the name and address of the proxy or proxies appointed.

5. Returning the form of proxy will not prevent you from attending the Meeting and voting in person.