25 June 2021

To: The Members

Please be advised that the 2021 Annual General Meeting (the "**Meeting**") of Oakley Capital Investments Limited (the "**Company**") has been convened for 11:00 a.m. (Bermuda time) on 26 July, 2021, to be held at the Company's registered office at Mintflower Place, 3rd Floor, 8 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 ending 31 December 2020 has already been distributed to all Members by posting to the Company's website at: https://oakleycapitalinvestments.com.

Information on certain resolutions to be proposed at the Meeting

The Board is recommending that Fiona Beck be elected as a Director of the Company at the Meeting, as provided in resolution 4 which is proposed as an ordinary resolution. Fiona was appointed as a Director by the Board on 1 October 2020. Fiona has over 20 years' leadership experience in listed and unlisted companies within the technology, telecoms, infrastructure and fintech sectors. Previously, she was CEO of Southern Cross Cable Networks for 14 years, a multinational telecommunications company. She holds a Bachelor's degree in Management Studies (Honors), is a Chartered Accountant (Australia and NZ), and is a member of the Institute of Directors (both UK and Australia). Fiona is a resident of Bermuda. Her sector relevant experience in the technology industry, and past leadership positions, provides for unique perspective and insights.

Resolution 8 is a special resolution to authorise the Directors to issue shares for cash and/or sell shares from treasury 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. The Pre-Emption Principles permit authority to issue shares non-pre-emptively for use on an unrestricted basis where this is limited to 5% of a company's issued share capital.

Entitlement to vote at the Meeting and appointment of proxies

Please note that the Company has established 23 July, 2021 as the cut-off date (the "**Cut-off Date**") for the purposes of the Meeting, and accordingly only the registered holders of the Company's Ordinary Shares who are entered in the Company's Register of Members as at 6 p.m. Bermuda time on the Cut-off Date 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 Chairman of the Meeting or some other person to vote your shares with respect to any and all matters coming before the Meeting. 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) no later than 11:00 a.m. Bermuda time on 23 July, 2021 to:

Oakley Capital Manager Limited
Secretary
Oakley Capital Investments Limited
Mintflower Place, 3rd Floor
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.

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 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.

The proxy may be revoked at any time provided notice of revocation is received by the Company at the address given above before commencement of the Meeting. Notice of revocation of a proxy may be served by scanned e-mail or by facsimile.

Yours faithfully

Oakley Capital Manager Limited, in its capacity as corporate secretary of:
Oakley Capital Investments Limited

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 2021 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 26 July 2021 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 2020.
4. To consider and vote on the resolutions set out below in this Notice. Resolutions 1 to 7 will be proposed as ordinary resolutions and 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 as a Director of the Company;

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

4. **THAT** Fiona Beck who was appointed by the Board since the last annual general meeting of the Company, be elected as a Director of the Company;

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

6. **THAT** Stewart Porter be re-elected as 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 Resolutions

8. **THAT** the Directors be authorised to issue shares for cash and/or sell shares from treasury on the basis that shareholder pre-emption rights shall not apply to any such issue or sale (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 and/or the sale of shares from treasury up to an aggregate nominal amount of £90,300 (representing approximately five (5) per cent. 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 (or treasury shares to be sold) after the authority expires and the Directors may allot shares (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

25 June 2021
BY ORDER of the Directors
Oakley Capital Manager Limited, in its capacity as corporate secretary

Oakley Capital Investments

NOTES

Information on resolution 8 (disapplication of pre-emption rights)

a) Resolution 8 will, if passed, give the Directors power to issue shares or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal amount of £90,300 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 23 July 2021; or,
- if this meeting is adjourned, at 6.00 pm on the day two 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.

Appointment of proxies

c) 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.

d) 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 23 July 2021 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.

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 his/her 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 his/her 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 or by facsimile.

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 180,599,936 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. Therefore, the total number of voting rights in the Company as at the date of this Notice is 180,599,936.

OAKLEY CAPITAL INVESTMENTS LIMITED
(the "**Company**")
Form of Proxy

To be used for the 2021 Annual General Meeting of the Members of the Company to be held at the Company's registered office at 3rd Floor, Mintflower Place, 8 Par-La-Ville Road, Hamilton HM 08, Bermuda at 11:00 a.m. (Bermuda time) on 26 July 2021 (the "**Meeting**").

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

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

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

to be my/our proxy to vote on my/our behalf at the 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 as I/we have indicated by marking the appropriate box with an 'X': **

1. Resolution One – Re-appointment 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 – Election of Fiona Beck as Director
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 – Authorisation of Directors to fill vacancies on the Board
FOR ☐ AGAINST ☐ VOTE WITHHELD ☐

8. Resolution Eight – Authorisation of Directors to issue shares for cash and / or sell shares from treasury on the basis that shareholder pre-emption rights shall not apply to any such issue or sale
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 ...., 2021.

SIGNED by

....
Member Print Name

* *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*