

Free Bird Institute Limited

Fiji Islands

26 June 2020

Notice of the Annual General Meeting

Notice is hereby given that the 2020 Annual General Meeting of the members of Free Bird Institute Limited will be held on 18 July 2020 at 12pm at the Namaka Free Bird Institute Campus in Nadi for the purpose of transacting the following business.

In light of the recent announcements by the Fiji Government, there will be a maximum seating capacity for members, however, we anticipate being able to cater for all shareholders who wish to attend in person based on prior years AGM attendance. The venue will also be set up to cater for social distancing requirements and health protective measures will be put in place. Masks and hand sanitizers will be available at the venue and we encourage all shareholders to be ahead of time to allow us time to take everyone's temperatures on the day as a precaution.

Online participation option is not available for this AGM as we will be able to cater for all shareholders at the venue.

(Explanatory notes containing information in relation to each of the resolutions below accompany this Notice)

Agenda

General Business:

Minutes of the last AGM

To receive, consider and adopt the Minutes of the last Annual General Meeting held on 24 May 2019 as a true and correct record of the meeting.

Ordinary Business:

1. Audited Financial Statements for the year ended 31 December 2019

To receive, consider and adopt the Audited Financial Statements for the year ended 31 December 2019 comprising of the statement of financial position, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows, directors' report, statement by the directors and the Report of the Auditors together with the notes comprising significant accounting policies and other explanatory information for the year then ended.

2. Appointment and Retirement of Directors

To consider and if thought fit; pass the following resolutions as ordinary resolutions:

(a) Latileta Qoro

Latileta retires by rotation in accordance with Article 7.3 of the Company's Articles of Association and being eligible offers herself for re-appointment as a Director of the Company.

(b) Yoshinobu Higashi

Yoshinobu retires by rotation in accordance with Article 7.3 of the Company's Articles of



Association and being eligible offers himself for re-appointment as a Director of the Company.

3. Appointment of Auditors

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

Pursuant to the Articles of Association of the Company, Messrs KPMG, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office, from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board with the mutual consent of the auditors.

4. Final Dividends 2019

The Board proposes that no further dividend be declared with respect to the 2019 financial year and that the interim dividend declared in October 2019 be considered final dividend for 2019.

Special Business:

All other business transacted at an AGM is special business.

Explanatory Notes containing information in relation to each of the following resolutions accompanies the Notice of Meeting.

By order of the Board of Directors.

Roqiqi Korodrau
Company Secretary

Dated: 26/06/2020

NOTES:

- 1. A member who is unable to attend the meeting is entitled to appoint a proxy to attend the meeting and vote on his behalf.*
- 2. The proxy need not be a member of the company or The proxy must be a member of the Company [draft in accordance with Articles of Association of the Company]*
- 3. A proxy form is enclosed with this notice of meeting. To be effective the form must reach the registered office of the company not less than 48 hours before the time for holding the meeting.*



Explanatory Notes

The following notes are intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the Notice of the Annual General Meeting.

The Directors recommend that all the Shareholders read these explanatory notes in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the Notice of Meeting.

1. Adoption of Financial Statements

The Audited financial statements for the year ended 31 December 2019 comprising of the statement of financial position, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows, Reports of the Directors and Auditors included in the 2019 Annual Report is for the shareholders to read prior to the meeting.

As stipulated in section 401 of the Fiji Companies Act 2015, it is a requirement that the shareholders present at the AGM receive and adopt the Audited financial statements, reports of the directors and Auditors of the Company.

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask relevant questions about or make comments on these reports. Shareholders will be given a reasonable opportunity to ask the company/auditor questions about the conduct of the audit and the content of the Directors'/Auditors' Report. Questions that cannot be answered at the AGM needs to be addressed through a market announcement by the Company within a reasonable timeframe.

2. Election of Directors

(a) Latileta Qoro

The Board proposes that Latileta be re-appointed as a Director of the Company and considers that she possesses the attributes necessary for the development of the Company.

Latileta holds a Masters of Commerce in Accounting and a Bachelors of Economics degree from the University of Sydney, Australia. She is the Group Manager HR, Governance & Corporate Affairs at Vinod Patel.

Her professional expertise lies in the areas of corporate finance, strategic planning, corporate governance, policy development and strategic planning and human capital management. She served with PricewaterhouseCoopers Fiji as an auditor, the Reserve Bank of Fiji and the South Pacific Stock Exchange. In line with her professional expertise, she currently serves as a committee member of the Australian Institute of Company Directors' Fiji chapter.

(b) Yoshinobu Higashi

The Board proposes that Yoshinobu be re-appointed as a Director of the Company and considers that he possesses the attributes necessary for the development of the Company.

Yoshinobu is a lawyer by profession and holds a Bachelor of Law degree from Tokyo University, Japan. He has held various posts with the Japanese Government including diplomatic postings as the Ambassador for Japan to Geneva and Romania.



(c) Yoshinobu Higashi (continued)

He was also the Director General for Economy and Political Coordination, Vice Minister for Policy Co-ordination, Director General for Okinawa Development with the Japanese Government.

Additionally, he was a Professor at the Tohoku University and the General Manager of Josai University in Japan. He is also a Director with South Pacific Free Bird Co Ltd in Japan.

3. Appointment of Auditors

The Board proposes to re-appoint the retiring Auditors to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed between the Board and the Auditors. The retiring Auditors Messrs KPMG, Chartered Accountants, being eligible, offer themselves for appointment

4. Final Dividends 2019

The Board proposes that no further dividend be declared with respect to the 2019 financial year and that the interim dividend declared in October 2019 be considered final dividend for 2019.

The decision has been made in the best interest of the Company to preserve the cash flows of the business and ensure that the operations continue for as long as possible during this pandemic.

The Company will be receiving close to zero revenue over the coming months and with the high fixed costs, it is only prudent that there be no final dividend declared for 2019.



PROXY FORM

Name of member:
Registered Address:
SIN:

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1. Name _____, of _____ or failing that;
2. Name _____, of _____ as my/our proxy to attend and vote on a show of hands and poll on my/our behalf at the Annual General Meeting of the Company, to be held on 18th July 2020 at 12 PM at Free Bird Institute Namaka Campus and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions Ordinary Business	Optional		
		For	Against	Abstain
	General Business : Adoption of 2019 AGM Minutes			
	Ordinary Business:			
1.	Consideration of Financial Statements			
2.(a)	Election of Directors – Latileta Qoro			
2.(b)	Election of Directors – Yoshinobu Higashi			
3.	Appointment of Auditors			
4..	Confirmation of Interim Dividend/ Final Dividend:			
	<i>(Any other business in conformity with the Articles of Association)</i>			

Signed this _____ day of _____ 20_____.

Signature of Member(s) _____

Notes:

1. *It is optional to put a ‘X’ in the appropriate column against the Resolutions indicated in the Box. If you leave the ‘For’/‘Against’/‘Abstain’ column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority to conduct a poll.
3. If a representative of the corporation is to attend the meeting, “Appointment of Corporate Representative” should be filled in. If the Corporate Representative wishes to appoint a Proxy, this Form must be duly filled in.



4. This Proxy Form must be received by the Company:

- (i) via mail :
The Company Secretary
Free Bird Institute Limited
P.O Box 11065
Waimalika
Nadi, Fiji
- (ii) or Hand delivered at:
Office 1, First Floor,
Lot 13 Commercial Street,
Concave Subdivision, Namaka, Nadi, Fiji.
- (iii) or Share Registry at:
Shop 1 & 11, Sabrina Building Victoria Parade Suva,
Suva - City Center
- (iv) or email address companysecretary@fbi.ac.fj

on 16th July 2020, being not later than 48 hours before the commencement of the meeting.
Any Proxy Form received after that time will not be valid for the scheduled meeting.



**APPOINTMENT OF CORPORATE REPRESENTATIVE
[Pursuant to Section 160 of Companies Act 2015]**

This form may be used by a company or other body corporate which is a security holder or which has been appointed as a proxy by a security holder.

Insert the name of the body corporate making the appointment

Hereby appoints

Insert the name of the appointee. Please note that multiple representatives can be appointed but only one representative may exercise the body corporate's powers at any one time.

to act as its representative at all meetings OR the meeting to be held on

18th July 2020 of Free Bird Institute Limited

SIGNATURES- THIS MUST BE COMPLETED

Common Seal (if applicable)	<i>Director</i>	<i>Sole director & Sole Secretary</i>
	<input type="text"/>	<input type="text"/>
	<i>Director /Company Secretary</i>	<i>Date</i>
	<input type="text"/>	<input type="text"/>

In order to be effective, the form must be received by Free Bird Institute Limited within the time limit (if any) specified in the relevant company's Articles of Association for receipt of Corporate Representative Appointments. The original of the form will be retained by the company.

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of a company's members, creditors or debenture holders. The appointment maybe by reference to a position held provided that the appointment identifies the position.

The appointment must be executed in accordance with the body corporate's Articles of Association and (if applicable) Section 53 of the Companies Act 2015. An appointment maybe a standing one, which will continue until revoked.

If more than one representative is appointed, only one representative may exercise the body corporate's power at any one time.