



Notice of Extra Ordinary General Meeting

13th June 2025.

Dear Shareholders,

Notice is hereby given that a Shareholders' Meeting of Free Bird Institute Limited (FBL) will be held on Friday 11 July 2025 at 12PM FJT in Free Bird Institute – Lautoka Campus.

AGENDA

1. Welcome and Opening Remarks
2. Executive Chairman's Presentation on Company Restructure through Share swap
3. Chief Financial Officer's Presentation
4. Approval of Agenda
5. Other Business

Resolution 1:

Approval of Selective Share Buyback

To approve the selective buyback of 1,478,669 FBL shares currently held by South Pacific Free Bird Co. Ltd (SPFB) at \$3 per share, totalling \$4,436,007 with the amount to be offset against the outstanding debts owed by SPFB to FBL.

Resolution 2:

Issuance of New Shares for Share Swap

To approve the issuance of 2,756,400 new shares in FBL at \$3.69 per share for the acquisition of SPFB, making SPFB a subsidiary of FBL.

Resolution 3:

Approval of Takeover and Share Swap Arrangement

To approve the acquisition of South Pacific Free Bird Institute for 2,756,400 new FBL shares. As a result of this transaction, Hiroshi Taniguchi will become the major shareholder of FBL.

By order of the Board of Directors.

Roqiqi Korodrau

Company Secretary



NOTES:

- 1. Explanatory Notes containing information in relation to each of the following resolutions accompanies the Notice of Meeting.*
- 2. A member who is unable to attend the meeting is entitled to appoint a proxy to attend the meeting and vote on his behalf.*
- 3. The proxy need not be a member of the company or the proxy must be a member of the Company [in accordance with Articles of Association of the Company]*
- 4. 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.*



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 Shareholders' 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.

61.99% of FBL is being owned by South Pacific Free Bird (SPFB) and the remainder being owned by another 118 shareholders as at 28 May 2025.

SPFB, the parent company of FBL, registered in Japan is owned by the Group CEO, Hiroshi Taniguchi, together with 8 other Japanese share holders. Hiroshi Taniguchi owns about 91.20% of SPFB. SPFB does all the marketing for FBL including the registration of FBL students.

Operations

Free Bird Institute – Is a Fiji registered public company and provides English as a second language classes to foreign students.

South Pacific Free Bird Institute – SPFB is a marketing company. It markets FBL in Japan. They sell package deals which includes FBL tuition, accommodation and air tickets.

Share-swap Program:

The Free Bird Group wishes to undertake a restructuring whereby SPFB, presently the parent company, will transition to the role of a subsidiary, while FBL, currently the subsidiary, will assume the position of the parent company.

This restructure is done for 3 reasons:

Reason 1: FBL's operations are highly dependent on SPFB, as 98% of its customers are sourced through SPFB's efforts. This reliance underscores the critical role SPFB plays in the success of FBL. Given this close interdependence, it is imperative for FBL shareholders to have full transparency and a clear understanding of SPFB's operations, performance, and strategic direction. Providing shareholders with insight into SPFB's activities ensures they are better informed about the overall health and sustainability of the group, fostering trust and enabling more informed decision-making.

Reason 2: As a publicly listed company, FBL will, upon completion of the share swap program, be positioned to consolidate financial results for both FBL and SPFB in its accounts. This consolidation will provide a clearer and more comprehensive view of the group's overall performance. Such transparency and enhanced financial reporting are expected to benefit FBL shareholders, particularly those in Fiji, by showcasing a stronger financial position and potentially increasing shareholder confidence and value.

Reason 3: FBL has the opportunity to inject additional capital into SPFB, enabling it to enhance its marketing efforts and explore potential markets beyond Japan. This strategic investment aims to support SPFB in expanding its reach and driving growth in new regions

The process:

Under the Companies Act of 2015, a subsidiary company is prohibited from holding shares in its parent company. Therefore, for FBL to proceed with the share swap, SPFB must first divest its holdings in FBL.

This is done through a selective share buyback.



Phase 1: Selective Share-Buyback

Resolution 1:

Approval of Selective Share Buyback

To approve the selective buyback of 1,478,669 FBL shares currently held by South Pacific Free Bird Co. Ltd (SPFB) at \$3 per share, totalling \$4,436,007 with the amount to be offset against the outstanding debts owed by SPFB to FBL.

Section 230 (1) of the Fiji Company's Act 2015 states

If a company obtains control of an entity that holds shares in the company,

then within 12 months after this occurs:

(a) the entity must cease to hold the shares, or

(b) the company must cease to control the entity.

Section 230(4):

If, at the end of the 12 months or the extended period, the company still controls the entity and the entity still holds the shares, the company commits an offence for each day while that situation continues.

The SPX Listing Rules 2019 states that a share buyback is permitted if:

1. *the Buy-back does not materially prejudice the Company's ability to pay its creditors;*
2. *the Company will remain solvent immediately after the Buy-back of its own shares;*
3. *the Buy- back scheme has been vetted and approved by SPX; and*
4. *the Listed Entity does not contravene the Buy-back procedures laid down in Companies Act 2015.*

South Pacific Free Bird Institute (SPFB) currently owns 1,478,669 FBL shares. The current market price of these shares is at \$4/share. SPFB have agreed to a share buyback of \$3/share which would equate to \$4,436,007. FBL Board emphasis that this will not be paid in cash but rather be offsetted with the debts SPFB owes FBL. **This is a non-cash transaction.**

In light of the **Selective Share Buy-back**, the following procedures have been taken:

(1) Board Approval- Approval was obtained from the company's Board of Directors to proceed with the selective share buy-back. The Board confirmed that the buy-back would not materially prejudice the company's ability to pay its creditors and that the company would remain solvent immediately after the transaction. A copy of this report is available for review. Shareholders are encouraged to email the company secretary for a copy of this report should they wish to view it.

(2) Member Approval: The buy-back terms must be approved by:

A **Special Resolution** passed at a General Meeting, with no votes cast in favor by any person whose shares are proposed to be bought back or by a related body corporate;

Accordingly, this Extraordinary General Meeting has been convened to seek shareholder approval for the proposed selective share buyback. We encourage all shareholders to attend, participate in the discussion, and cast their votes on this important resolution."

(3) Notice of the Extra Ordinary Meeting & Disclosures.

The Notice of the Extra Ordinary Meeting has been published at least 21 days from the day of the meeting.

(4) Lodge Resolution with Registrar:

A copy of the Notice has also been provided to the Registrar prior to it being published.



After the resolution is passed, the company must lodge a copy of the resolution with the Registrar within 14 days. The company cannot enter into the buy-back agreement until 14 days after the resolution is passed.

(5) Entering Into the Buy-Back Agreement:

The company may enter into the buy-back agreement after the required waiting period (14 days after lodging the resolution with the Registrar).

(6) Acceptance of Offer:

Once the agreement is entered into, all rights attaching to the shares are suspended. The suspension is lifted if the agreement is terminated.

(7) Transfer and Cancellation of Shares:

Upon completion of the buy-back, the shares are transferred to the company, and the company must immediately cancel the shares. Notice of the cancellation must be given to the Registrar in the prescribed form within 28 days.

A copy of the Buyback Agreement has been signed with SPFB, pending approval of the Special Resolution. Shareholders may request a copy of the agreement for review by contacting the Company Secretary via email.

A legal opinion has been sought to provide guidance on the share buyback, ensuring compliance with the Companies Act 2015 and the SPX Listing Rules. This is also available for review. Interested shareholders are requested to email the Company Secretary to obtain a copy of this report.

Phase 2: Issue of new shares.

Resolution 2:

Issuance of New Shares for Share Swap

To approve the issuance of 2,756,400 new shares in FBL at \$3.69 per share for the acquisition of SPFB, making SPFB a subsidiary of FBL.

Upon completion of the selective share buyback from phase 1, SPFB will cease to be the parent company of FBL, allowing FBL to proceed with the acquisition of SPFB.

FBL plans to issue new shares. These shares are intended to facilitate the acquisition of SPFB. **The shareholders of SPFB are not seeking cash and are agreeable to exchanging their holdings for these new shares in FBL. This means that FBL is proposing for a share swap – FBL exchanges its new shares in exchange for the shares of SPFB.** This will ultimately make FBL the parent of SPFB.

FBL will need to issue shares equivalent to the value of SPFB. To determine the value of SPFB, we have obtained the services of a C.A firm based in Japan to provide an evaluation of SPFB. Based on their evaluation, SPFB is valued at JPY 666,310,000. Using an exchange rate 65.51 which was the inward TT rate at the time the valuation was accepted by the Board of FBL, this is translated to FJD \$10,171,119. The evaluation report of SPFB is available for review. Shareholders interested to review this report are to request a copy from the Company Secretary.

The Board of FBL has resolved to use the 17-month average share price of FBL, calculated at \$3.69 per share. Based on this valuation, FBL will issue 2,756,400 new shares, which will be transferred to the shareholders of SPFB as consideration for the acquisition of SPFB.

In view of the significant number of new shares to be issued and the potential dilution of existing shareholders' ownership, the Board has resolved that this matter be presented to the shareholders for approval by way of a vote.



Phase 3: Share swap

Resolution 3: Approval of Takeover and Share Swap Arrangement

To approve the acquisition of South Pacific Free Bird Institute for 2,756,400 new FBL shares. As a result of this transaction, Hiroshi Taniguchi will become the major shareholder of FBL.

The 2,756,400 new shares will be exchanged for the ownership of SPFB. The shareholders of SPFB will split the new shares depending on the % of ownership they had in SPFB. For example, if Person A owned 15% of SPFB, then they will own 15% of 2,756,400 shares of FBL.

After the acquisition, Group CEO, Hiroshi Taniguchi will become the biggest shareholder. The new top 10 shareholders is listed on the next page.

The Company Act 2015, Part 22 Section 252 (2.n) states:

A person may acquire a Relevant Interest in issued voting Shares in a Company which would, but for this section contravene subsection (1) if—

(n) the acquisition is approved by a Special Resolution passed at a General Meeting of the Company before the acquisition takes place, with no votes being cast in favour of the resolution by the person who proposes to make the acquisition or a Related Body Corporate.

For this reason, the Board has resolved that this matter be presented to the shareholders for approval by way of a vote.



If approved, the distribution of the newly issued shares will be done in the following manner.

		<i>FBL proposal of new shares</i>		2,756,400	
SPFB Shareholders	Shares in SPFB	%			
Hiroshi Taniguchi	9,120	91%		2,513,837	
Michikatsu Ochi	400	4%		110,256	
Masamichi Syugyo	128	1%		35,282	
Noriyuki Kikuchi	128	1%		35,282	
Masayasu Oonishi	64	1%		17,641	
Hitoshi Higashikawa	64	1%		17,641	
Tomoyuki Nishio	48	0%		13,231	
Taro Maki	32	0%		8,820	
Hisako Torimoto	16	0%		4,410	
	10,000			2,756,400	

Dilution of FBL Shareholding:

Current Top 10 FBL Shareholders:

SHAREHOLDER NAME	NUMBER OF SHARES	PERCENTAGE
SOUTH PACIFIC FREE BIRD CO. LTD	1,478,669	61.99%
FHL TRUSTEES LIMITED ATF FIJIAN HOLDINGS UNIT TRUST	250,806	10.51%
MASAYASU MURAMATSU	156,948	6.58%
IBC CO. LTD	80,354	3.37%
PLATINUM INSURANCE LIMITED	65,192	2.73%
YOSHINOBU HIGASHI	50,976	2.14%
TOSHIKAZU TORIMOTO	46,284	1.94%
NEXYZ. GROUP CORPORATION	42,744	1.79%
HIROSHI TANIGUCHI	39,592	1.66%
JIMAIMA T & ROLAND F. SCHULTZ	25,970	1.09%

Top 10 FBL shareholders after acquisition:

Shareholder Name	Number of Shares	Percentage
HIROSHI TANIGUCHI	2,553,429	69.71%
FHL TRUSTEES LIMITED ATF FIJIAN HOLDINGS UNIT TRUST	250,806	6.85%
MASAYASU MURAMATSU	156,948	4.28%
MICHIKATSU OCHI	110,256	3.01%
IBC CO. LTD	80,354	2.19%
PLATINUM INSURANCE LIMITED	65,192	1.78%
YOSHINOBU HIGASHI	50,976	1.39%
TOSHIKAZU TORIMOTO	46,284	1.26%
NEXYZ. GROUP CORPORATION	42,744	1.17%
NORIYUKI KIKUCHI	35,282	0.96%

**Other Information**

The FBL Board acknowledges the necessity of obtaining approvals from the Reserve Bank of Fiji, Registrar of Companies, and South Pacific Stock Exchange. However, they have chosen to prioritize holding a Shareholders' Meeting to confirm shareholder support for the proposal before moving forward with the required regulatory approvals

The Board welcomes questions and/or meeting requests from Shareholders prior to the Shareholder's meeting to resolve their concerns and queries that they may have. Any questions or meeting requests is to be forwarded to the Company Secretary.



Proxy Form

Name of Member: _____

Registered Address: _____

SIN: _____

I/We, being the member(s) of _____ shares of the above-named Company, hereby appoint:
Name _____, of _____ or failing that;
Name _____, of _____ as my/our proxy to attend
and vote on a show of hands and poll on my/our behalf at the Shareholders' Meeting of the Company, to
be held on Friday 11 July 2025 at 12pm and at any adjournment thereof in respect of such resolutions
and in such manner as are indicated below:

Resolution No.	Resolutions	Optional		
		For	Against	Abstain
1	Selective share buyback of 1,478,669 FBL shares @ \$3/share from SPFB.			
2	Issue of 2,756,400 new shares			
3	Share swap – Being for the acquisition of SPFB for 2,756,400 FBL shares. This will result in Hiroshi Taniguchi being the major shareholder of FBL.			
	<i>(Any other business in conformity with the Articles of Association)</i>			

Signed this _____ day of _____ 2025.

Signature of Member(s) _____

By/before 12pm on 09th July 2025, being 48 hours before the commencement of the meeting. Any Proxy Form received after the specified time and date will not be valid for the scheduled meeting.



Appointment of Corporate Representative

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.

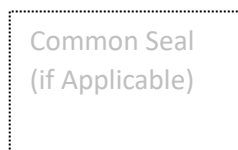
to act as its representative at:

☐ All meetings: **OR**

☐ the meeting held on _____ (insert date)

Of Free Bird Institute Limited.

Signatures – this must be completed.



Director: _____ Sole Director & Sole Secretary _____

Director/Company Secretary: _____

Notes:

1. In order to be effective, this form must be received by Free Bird Institute Limited within the time limit specified in the relevant Company's Articles of Association for receipt of Corporate Representative Appointments. The original of this form will be retained by the Company.
2. 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 the appointment identifies the position.
3. 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 may be a standing one, which will continue until revoked.
4. If more than one representative is appointed, only one representative may exercise the body corporate's power at any one time.