



FREE BIRD INSTITUTE

NOTICE OF THE 2025 AGM

09 May 2025

Notice is hereby given that the 2025 Annual General Meeting of the members of Free Bird Institute Limited will be held on Saturday 31 May 2025 at 12pm at Free Bird Institute - Lautoka Campus

Alternatively, shareholders may participate in the AGM virtually.

Order of Business

1. Apologies
2. Determination of Proxies and quorum
3. Address by the Executive Chairman, Mr Hiroshi Taniguchi
4. AGM Presentation by the Chief Financial Officer, Mr Roqiqi Korodrau
5. General Business
6. Ordinary Business
7. Other/Special Business
8. Close

To participate in the Virtual AGM, both Shareholders and stakeholders must complete the form found on page 9 and adhere to the instructions on the same page regarding where to submit the completed form and the deadline for submission.

The details of the agenda for the meeting is provided herein:

Agenda

1. General Business:

Minutes of the last AGM

To receive, consider and adopt the Minutes of the last Annual General Meeting held on 25 May 2024 as a true and correct record of the meeting.

2. Ordinary Business:

(a) Audited Financial Statements for the year ended 31 December 2024

To receive, consider and adopt the Audited Financial Statements for the year ended 31 December 2024 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.

(b) Appointment and Retirement of Directors

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

(i) HIROSHI TANIGUCHI

Hiroshi retires in accordance with Article 3.4 of the Company's Board Charter and being eligible offers himself for re-appointment as a Director of the Company.

(ii) KEN KAWAMURA

Ken retires in accordance with Article 3.4 of the Company's Board Charter and being eligible offers himself for re-appointment as a Director of the Company.

(iii) SANGEETA SINGH

Sangeeta retires in accordance with Article 3.4 of the Company's Board Charter and being eligible offers herself for re-appointment as a Director of the Company.

(c) 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 PLK Aliz Pacific, 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.

(d) Final Dividends 2024

The Board proposes that no dividend be declared with respect to the 2024 financial year.

Special Business:

All other business transacted at an AGM is special business.

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.

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.

(a) Adoption of Financial Statements

The Audited financial statements for the year ended 31 December 2024 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 2024 Annual Report will be tabled to the shareholders at the AGM for consideration and adoption in line with the Company's Articles of Association and relevant provisions of the Companies Act 2015.

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.

(b) Election of Directors

(i) Hiroshi Taniguchi

Hiroshi is an avid businessman who is also the founder of the Company. In addition to this, he also holds the position of Chief Executive Officer.

His rapid growth mind-set and processual strategic approach has given him the ability to identify new business opportunities that has enabled the Company to diversify and expand its operations over the years. With an extensive experience in the Asian market, he is able to recognise the demands of the market and effectively allocate the appropriate resources and skills where necessary in the Company.

He also holds the position of Executive Chairman for the parent company, South Pacific Free Bird Co Ltd in Japan, an adviser of Scala Partners Ltd in Japan & Myanmar and a committee member of several Charitable Trusts in Japan.

(ii) Ken Kawamura

Ken Kawamura brings a wealth of expertise in marketing strategy consulting to the table, leveraging his experience in Japan. As the CMO of a law firm and a Marketing Consultant at Procmo Co., Ltd., he excels in acting as an external Chief Marketing Officer (CMO) to foster transformative "moments of change" for businesses. His mission is to maximize the return on investment (ROI) in marketing for client companies, significantly boosting their profitability.

Ken's comprehensive support extends to developing marketing strategies, managing budgets and performance, and participating in executive management committees. He plays a key role in revitalizing businesses through marketing reform initiatives and aids in the creation of new international ventures, particularly in developing countries. Ken also specializes in lead generation, business scheme construction, advertising optimization including pay-per-click campaigns, and overseeing diverse production tasks across digital and traditional platforms. His strategic insight and holistic approach make him a pivotal asset to any organization aiming to enhance its market presence and operational efficiency.

(iii) Sangeeta Singh

Sangeeta Singh has amassed a wealth of experience over the past 20 years, holding significant roles in various sectors including education, insurance, and financial services. She has been instrumental in her role as the Chief Executive Officer at the Fiji Teachers Registration Authority since 2019, following a series of progressive positions at the University of the South Pacific and notable private and public enterprises. Mrs. Singh's academic background is equally impressive, featuring a Master of Arts in Governance and a Masters of Business Administration from USP, which underscores her commitment to continuous professional development. Her leadership style is characterized by a strong belief in empowering others, making her a valued advocate for women's empowerment and professional excellence. This blend of extensive experience and personal ethos makes Mrs. Singh a distinguished candidate for the Board.

These Directors will be appointed subject to regulatory approval after their election at the AGM.

(c) Appointment of Auditors

The Board proposes to appoint the PKF Aliz Pacific 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.

(d) Final Dividends 2024

The Board proposes that no dividend be declared with respect to the financial year ended 2024

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 Annual General Meeting of the Company, to be held on Saturday 31 May 2025 at 12pm at Freebird Institute - Lautoka Campus or via Zoom 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.	General Business: Adoption of 2024 AGM Minutes			
	Ordinary Business			
2(a)	Adoption of 2024 Financial Statements			
2(b) - i	Election of Director - Hiroshi Taniguchi			
2(b) - ii	Election of Director - Ken Kawamura			
2(b) - iii	Election of Director - Sangeeta Singh			
2(c)	Appointment of Auditors			
2(d)	Final Dividend 2024 - Ratification of no dividend payment			
	(Any other Business in conformity with the Articles of Association)			

Signed this _____ day of _____ 2025.

Signature of Member(s) _____

Proxy Form (continued)

Notes:

1. It is optional to put an '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

OR

(ii) Hand delivered to:
 Office 1, First Floor,
 Lot 13 Commercial Street,
 Concave Subdivision, Namaka, Nadi, Fiji

OR

(iii) Email to: companysecretary@fbi.ac.fj

By/before 12pm on 29th May 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: _____ Date: _____

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 which is by/before 12pm on 29th May 2025 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 may be 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.

5. If the corporate representative wishes to attend online, only the nominated corporate representative should complete the Online Registration Form on the next page.