

Free Bird Institute Limited

Fiji Islands

11 April 2019

Notice of the Annual General Meeting

Notice is hereby given that the 2019 Annual General Meeting of the members of Free Bird Institute Limited will be held on 24 May 2019 at 3pm at the Tanoa Skylodge in Nadi for the purpose of transacting the following business:

(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 25 May 2018 as a true and correct record of the meeting.

Ordinary Business

1. Audited Financial Statements for the year ended 31 December 2018

To receive, consider and adopt the Audited Financial Statements for the year ended 31 December 2018 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) Waisale Iowane

Waisale 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.

(b) Mereseini Baleilevuka

Mereseini 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.



3. Appointment of Auditors

The board proposes that Messrs KPMG be re-appointed as auditors of the company until the next AGM and that the Board be authorised to fix their remuneration.

4. Declaration of Dividends

The board declared a final dividend of 3.5 cents per share for the year ended 31 December 2018.

Other Business:

Any other business brought up in conformity with the Articles of Association of the Company.

By order of the Board of Directors.

A handwritten signature in blue ink, appearing to read "Roqiqi Korodrau".

Roqiqi Korodrau
Company Secretary



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 2018 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 2018 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) Waisale Iowane

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

Waisale holds a Bachelor's degree in Commerce with double majors in Accounting and Banking from the University of the South Pacific. He currently holds the position of Chief Financial Officer of FBL. Waisale has over 8 years of progressive experience in the accounting and finance profession and has held various senior positions over the years prior to joining FBL. Waisale played a key role with the listing of FBL on the South Pacific Stock Exchange in February 2017. He is a member of the Australian Institute of Company Directors (AICD), an associate member of CPA Australia and a provisional member with the Fiji Institute of Accountants.



2. Election of Directors (continued)

(b) Mereseini Baleilevuka

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

Mereseini is a teacher and businesswoman by profession having over 20 years of experience in the education sector in Fiji. She has been extensively involved with the strategic planning and expansion of the business operations of FBL over the last 9 years and currently holds the position of Chief Operations Officer. She holds a Bachelor's of Arts degree with majors in Education and English literature from the University of the South Pacific.

3. Appointment of Auditors

The Board proposes that KPMG, who have provided their consent pursuant to section 425 of the Fiji Companies Act 2015, be appointed as auditors of the Company until the conclusion of the next AGM and that the Board be authorized to fix their remuneration.

Pursuant to section 422 of the Fiji Companies Act 2015, every company shall, at each annual general meeting, appoint an auditor to hold office from the conclusion of that, until the conclusion of the next annual general meeting.

4. Declaration of dividends

The Board had declared a final dividend of 3.5 cents per share from the profits of 31 December 2018 and is stated herein for ratification purposes. Additionally, the Board had also declared an interim dividend of 7 cents per share out of the six months profit at 30 June 2018. As a result, the total dividends declared from the profits of 2018 amounts to 10.5 cents per share. Pursuant to article 11.1(a) of the Company's Articles of Association, the directors may declare a dividend, but the amount payable per share shall not exceed any amount stipulated by the Company in general meetings.



PROXY FORM

If you are unable to attend and vote at the meeting and wish to appoint a person to attend the meeting as your proxy, please complete this form. It is important to note that this form must be received by the Company **48 hours before the date and time of the AGM**. Proxy forms received later than this will be invalid. A member entitled to attend and vote is entitled to appoint a proxy. A proxy need not be a member of the company.

The completed proxy form may be:

1. Mailed to:

The Company Secretary
Free Bird Institute Limited
P.O Box 11065
Waimalika
Nadi, Fiji

Or emailed directly to the Company Secretary on email r.korodrau@fbi.ac.fj

I/We.....of.....

Being a shareholder of Free Bird Institute Limited hereby appointof..... or failing this, the Chairman of the meeting has my/our proxy to vote for me/our behalf at the annual general meeting of the company to be held on 24 May 2019 and at my adjournment thereof.

As witnessed to my/our hand(s) this day of 2019.

Name of shareholder:

Signature of shareholder:

Name of witness:

Signature of witness:

For Companies:

.....
Director/Company Secretary

.....
Company Seal (if applicable)



Proxy Form (continued)

Resolution	For	Against	Abstain
To adopt the minutes of the last Annual General Meeting held on 25 May 2018 as true and correct record of the meeting.			
To adopt the Audited financial statements for the year ended 31 December 2018 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.			
Re-appointment of Waisale Iowane as a Director of the Company.			
Re-appointment of Mereseini Baleilevuka as a Director of the Company.			
Appointment of KPMG as Auditors for the ensuing year until the conclusion of the next AGM and that the Board fix their remuneration.			
Ratification of the final dividend of 3.5 cents per share out of the 2018 profits.			
<i>(Any other business in conformity with the Articles of Association)</i>			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your vote will not be counted in computing the required majority on a poll. A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked, the proxy may vote as they choose. Where more than one box is marked on an item, the vote will be invalid on that item.