

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 2018 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 4 July 2018 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 2017.
4. To note the retirement by rotation as a Director of the Company of Caroline Foulger at the Meeting in accordance with Bye-law 105 of the Company's Bye-laws.

Ordinary Resolutions

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

5. **THAT** KPMG of Crown House, 4 Par-la-Ville Road, Hamilton HM08, Bermuda be re-appointed as auditors for the ensuing year, and that the Directors be authorised to fix their remuneration.
6. **THAT:**
 - (a) the maximum number of Directors be determined as not more than six (6);
 - (b) Peter Dubens be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed;
 - (c) James Keyes be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed;
 - (d) Laurence Blackall be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed;
 - (e) Christopher Wetherhill be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed;
 - (f) Caroline Foulger be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until her successor is elected or appointed;
 - (g) the Directors be authorised from time to time to fill any vacancies on the Board; and
 - (h) general authority be conferred on the Directors to appoint alternate Directors.

7. Special Resolution

To consider, and if thought fit, pass the following resolution as a special resolution:

THAT the Company be authorised to use electronic means to facilitate communication to and from members (including the sending or supply of documents or information to members by making them available on a website) and that the Directors be empowered to formulate regulations in relation to such communication (including as to when members are deemed to have consented to the receipt of communication by electronic means).

Copies of the letters of appointment of the Directors of the Company will be available for inspection for at least 15 minutes prior to the Meeting and during the Meeting itself.

8 June 2018

BY ORDER of the Directors
Mayflower Corporate Services Limited
Secretary

NOTES

1. Only those members registered in the Company's register of members at:
 - 6.00 p.m. Bermuda time on 27 June 2018; or,
 - if this Meeting is adjourned, at 6.00 p.m. on the day seven 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.
2. If the Special Resolution under Agenda item 7 is passed, the Company will be able to send members a written request (which must set out the consequences of a failure to respond) to agree to website delivery of shareholder communications, and may deem the member to have agreed unless the member objects within 28 days. If a member declines website delivery, such member will continue to receive documents by post in the usual way and the Company will not be permitted to seek that member's deemed agreement to website delivery for at least 12 months. Those members who do not object to website delivery will no longer receive documents by post. They will, however, receive notification as and when key information is made available on the Company's website, with details of how to access it. This notification will be given by post (or, if the member has agreed, by e-mail). In addition, members will still have the right, once they have received information electronically, to require the Company to send a hard copy of that information, free of charge, within 21 days, and they may also opt for all information to be sent in hard copy form.
3. A member is entitled to appoint one or more proxies to attend the Meeting, and, on a poll, vote instead of that member. A proxy need not be a member.
4. Enclosed is a Form of Proxy appointing the Chairman, failing which the Secretary, 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 must be received no later than 11.00 a.m. Bermuda time on 2 July 2018 at:

Mayflower Corporate Services 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.
5. 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 at his/her discretion.
6. The giving of a proxy does not preclude the right to vote in person, should the member giving the proxy so desire, as the proxy may be revoked at any time, provided Notice of Revocation is received by the Company at the address given in paragraph 4 above before commencement of the Meeting. Notice of Revocation may be served by scanned e-mail or by facsimile.
7. The Ordinary Resolutions require a simple majority of votes cast at the Meeting in order to pass. The Special Resolution will require a majority of not less than three fourths of the votes cast at the Meeting in order to pass.

To be used for the 2018 Annual General Meeting of the Members of the Company to be held at the offices of Mayflower Corporate Services Limited at 3rd Floor, Mintflower Place, 8 Par-la-Ville Road, Hamilton HM08, Bermuda at 11.00 a.m. (Bermuda time) on 4 July 2018.

I/We
[insert name of Member]

the registered holder of ordinary shares in the Company hereby appoint
[insert number of shares]

[each of the Chairman or the Secretary of the Meeting] / [.....]*
[insert name of proxy]

to be my/our proxy to vote on my/our behalf at the aforesaid Meeting, and at any adjournment thereof.

*delete and complete as appropriate if you wish to appoint someone other than the Chairman and Secretary of the Meeting as your proxy.

I/We direct my/our proxy to vote on the following Ordinary Resolutions at the Meeting:

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| 1. RESOLVED that KPMG of Crown House, 4 Par-la-Ville Road, Hamilton HM08, Bermuda be re-elected as auditors of the Company for the ensuing year to hold office until the close of the next Annual General Meeting and that the Board of Directors be authorised to determine the auditors' remuneration | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST |
| 2. RESOLVED that the maximum number of Directors be determined as not more than six (6). | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST |
| 3. RESOLVED that Peter Dubens, being eligible for re-election, be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed. | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST |
| 4. RESOLVED that James Keyes, being eligible for re-election, be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed. | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST |
| 5. RESOLVED that Laurence Blackall, being eligible for re-election, be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed. | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST |
| 6. RESOLVED that Christopher Wetherhill, being eligible for re-election, be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until his successor is elected or appointed. | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST |
| 7. RESOLVED that Caroline Foulger, being eligible for re-election, be re-elected as a Director of the Company so to serve until the next Annual General Meeting or until her successor is elected or appointed. | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST |
| 8. RESOLVED that the Directors be authorised to fill any vacancy on the Board as and when they deem fit. | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST |
| 9. RESOLVED that the Directors be authorised to appoint Alternate Directors as and when they deem fit. | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST |

I/We direct my/our proxy to vote on the following Special Resolution at the Meeting:

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| 10. RESOLVED that the Company be authorised to use electronic means to facilitate communication to and from members (including the sending or supply of documents or information to members by making them available on a website) and that the Directors be empowered to formulate regulations in relation to such communication (including as to when members are deemed to have consented to the receipt of communication by electronic means). | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST |
|---|------------------------------|----------------------------------|

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, 2018.

SIGNED by

.....
Member

.....
Print name