



**Date: 16 June 2021**

Dear Shareholders,

On behalf of the Directors of PNG Air Limited (PNG Air), I am pleased to invite you to participate at the PNG Air Annual General Meeting (**AGM** or **Meeting**) to be held on Wednesday 16 July 2021 at 10.30am at the online platform <https://agmlive.link/PNGAIR0121>

With the status of the COVID-19 pandemic, the Board is very focus on the well-being and safety of our staff, our Share Registrar, Link Market Services Limited (Link), your directors, and our shareholders. Accordingly, the Board has elected to use technology for the online delivery of our 2021 Annual General Meeting.

The Company is delighted to use technology to enable all shareholders to participate at the AGM online through Link's online platform at <https://agmlive.link/PNGAIR0121>. If you participate in the meeting online, you will be able to view the AGM live, participate in polling and submit written online questions.

The Online Platform Guide will provide details on how to ensure your browser is compatible with the online platform, and a systematic guide to successfully log in and navigate the site.

The technology of the online platform enables shareholder participation irrespective of geographical locations.

If you are unable to participate in the Meeting via the online platform, you are encouraged to complete and return the enclosed Proxy Form no later than 12:30 am (Port Moresby time) on Monday, 14 July 2021 to PNG Registries Limited via email/fax/post or hand delivery as specified in the Notice of Meeting and the Proxy Form.

You are encouraged to read the enclosed Notice of Meeting and the explanatory Memorandum in full before a decision is reached on each resolution. The enclosed Proxy Form is to be used to direct your proxy votes for each resolution by marking either the "For" box, the "Against" box or the "Abstain" box

Thank you for your continued support of PNG Air Limited and I look forward to your participation and the opportunity to engage with you on the online platform

By order of the Board of Directors

Nisaal Chandra Jai  
Company Secretary  
16 June 2021



## PNG AIR LIMITED

### NOTICE OF ANNUAL GENERAL MEETING

PNG AIR Limited (the “Company”) gives notice that the Annual General Meeting of Shareholders will be held on Friday 16 July 2021 at 10:30am (Port Moresby time) and shall be conducted by way of online platform.

#### ITEMS OF BUSINESS

##### GENERAL BUSINESS:

##### Minutes of the previous Meeting of shareholders held on 20 December 2017

To receive, consider and accept the Minutes of the Annual General Meeting held on 20 December 2017 as a correct record of that meeting.

##### ORDINARY BUSINESS:

#### 1. Financial Statements and Reports

To note the financial statements, Directors report and the auditor for the Company for the year ended 31 December 2017, and to receive and address any queries by the shareholders thereof.

#### ITEMS FOR APPROVAL

#### 2. Re-election of Augustine Mano as a Non-executive Director

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

*“That Mr Augustine Mano, who retires in accordance with clause 15.3(c) of the Company’s Constitution and, being eligible, has offered himself for re-election, be elected as a Director of the Company.”*

#### 3. Re-election of Watt Kiddie as a Non-executive Director

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

*“That Mr Watt Kiddie, who retires in accordance with clause 15.3(c) of the Company’s Constitution and, being eligible, has offered himself for re-election, be elected as a Director of the Company.”*

#### 4. Re-election of Edward Matane as a Non-executive Director

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

*“That Mr Edward Matane, who retires in accordance with clause 15.3(c) of the Company’s Constitution and, being eligible, has offered himself for re-election, be elected as a Director of the Company.”*



**5. Election of Andrew Ogil as a Non-executive Director**

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

*“That Mr. Andrew Ogil, who retires in accordance with clause 15.6 of the Company’s Constitution and, being eligible, has offered himself for re-election, be elected as a Director of the Company.”*

**6. Election of Andrew Crompton as a Non-executive Director**

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

*“That Mr Andrew Crompton, who retires in accordance with clause 15.6 of the Company’s Constitution and, being eligible, has offered himself for re-election, be elected as a Director of the Company.”*

**7. Appointment of Auditors**

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

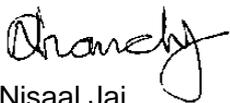
*“That Deloitte Touche Tohmatsu be appointed as the Company’s auditor from the conclusion of this meeting until the conclusion of the Company’s next annual meeting and to audit the 2018 financial statements of the Company and the group financial statements during that period.”*

**8. Any Other Business**

To consider any other business of the day.

Dated: 16 June 2021

By order of the Board of Directors



Nisaal Jai  
Company Secretary



## EXPLANATORY NOTES

These Explanatory Notes accompany the Notice of Annual General Meeting of PNG Air Limited to be held on Friday 16 July 2021 at 10:30am (Port Moresby time) and shall be conducted by way of online platform.

Information relevant to the business to be considered at the Annual General Meeting is provided in these Explanatory Notes and Shareholders should read this document in full before making any decision in relation to the resolutions.

### 1. Financial Statements and Reports

The Company's financial statements and the reports of the Directors and the auditor for the Company for the year ended 31 December 2017 is available on our website [www.pngair.com.pg](http://www.pngair.com.pg) for the shareholders to read prior to the meeting.

There is no requirement for the Shareholders to approve these reports. However, Shareholders will be afforded a reasonable opportunity to ask questions or make comments about those reports and the management of the Company. Shareholders will also be able to ask the auditor about the conduct of the audit and the preparation and content of the independent audit report.

### 2. Re-election of Augustine Mano as a Non-executive Director

Mr Mano was appointed as a director on 17 March 2010. Mr Mano is the Managing Director of Mineral Resources Development Company. Before that appointment, he was a Consultant to the Department of Petroleum and Energy on major petroleum projects in PNG. Mr Mano also served as an Executive Director on various national construction, engineering and transportation companies and was responsible for the establishment of a successful national insurance company in PNG.

The Directors (with Mr Augustine Mano abstaining) recommend that you vote in favour of this resolution.

### 3. Re-election of Watt Kiddie as a Non-executive Director

Mr Kiddie was appointed as a director on 7 April 2015. Mr Kiddie was nominated for appointment by MRDC, and is a highly experienced PNG accountant (CPA) and Registered Company Auditor. He holds council positions in a number of professional bodies. Mr Kiddie has been awarded an MBE for services to Commerce & Accountancy

The Directors (with Mr Watt Kiddie abstaining) recommend that you vote in favour of this resolution.

### 4. Re-election of Edward Matane as a Non-executive Director

Mr Matane was appointed as a director on 21 January 2015 and is a nominee of NASFUND. Since 2012 Mr Matane has been Oil Search's Aviation Logistics Co-ordinator and brings professional aviation expertise and PNG aviation market knowledge to the Board. Mr Matane worked for Air Niugini for 13 years in maintenance and flight engineering positions, culminating in the position of Manager, Special Projects Department (administering and fostering relationships with mining company clients), and had a stint as Chief Engineer at Airlink PNG.

The Directors (with Mr Edward Matane abstaining) recommend that you vote in favour of this resolution.



## 5. Election of Andrew Ogil as a Non-executive Director

Mr. Ogil was appointed as a director on 10<sup>th</sup> December 2019. Mr. Ogil is an independent director who is a highly experienced leader in PNG who had previous roles as CEO and Managing Director of Air Niugini and Civil Aviation Safety Authority (CASA). He holds director's position in various other companies.

The Directors (with Mr Andrew Ogil abstaining) recommend that you vote in favour of this resolution.

## 6. Election of Andrew Crompton as a Non-executive Director

Mr. Crompton was appointed as a director on 04<sup>th</sup> November 2020. Mr. Crompton was nominated for appointment by NASFUND. Mr Crompton has a background in the finance sector dating back to 1995 and holds director's positions in a number of other PNG registered companies.

The Directors (with Mr Andrew Crompton abstaining) recommend that you vote in favour of this resolution.

## 7. Re-appointment of Auditor

The resolution to re-appoint the Company's auditor, Deloitte Touche Tohmatsu, to hold office from the conclusion of this meeting until the conclusion of the Company's next annual meeting is formally put to shareholders in accordance with section 190(1) of the Companies Act 1997.

The Directors recommend that you vote in favour of this resolution.

### Attached are:

- i) the minutes of the Annual General Meeting held on 20 December 2017 for the year ended 2016; and a
- ii) Proxy form as required under Chapter 14 of the POMX Listing Rules.





## Resolutions passed at the 2017 Annual General Meeting of Shareholders

**For Immediate Release to the Market**

**Port Moresby – 2:00pm 20 December 2017**

Pursuant to POMSoX Listing Rule 3.13.2 PNG Air Limited advises that at an Annual General Meeting of shareholders of the Company held on 20 December 2017, each of the Resolutions as set out below was passed as an ordinary resolution, in each case by show of hands:

**1. Financial Statements and Reports**

"To receive and consider the financial statements and the reports of the Directors and the auditor for the Company for the year ended 31 December 2016."

**2. Re-election of Murray Woo as a Non-executive Director**

"That Mr Murray Woo, who retires by rotation in accordance with clause 15.3(c) of the Company's Constitution and, being eligible, has offered himself for re-election, be elected as a Director of the Company."

**3. Re-election of Edward Cleland Matane as a Non-executive Director**

"That Mr Edward Cleland Matane, who retires by rotation in accordance with clause 15.3(c) of the Company's Constitution and, being eligible, has offered himself for re-election, be elected as a Director of the Company."

**4. Re-appointment of Auditor**

"That Deloitte Touche Tohmatsu be appointed as the Company's auditor from the conclusion of this meeting until the conclusion of the Company's next annual meeting and to audit the financial statements of the Company and the group financial statements during that period."

The item of special business included on the agenda for the meeting relating to increasing the maximum amount available for payment of fees to Directors under clause 16.1(a) of the Company's Constitution was withdrawn prior to the meeting and that resolution was not put to the Shareholders.

**PNG Air Limited**

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*PNG Air Ltd operates ATR 72-600 and Dash 8 aircraft to 25 ports throughout PNG, with 410 flights each week carrying over 450,000 passengers each year.*

For further information contact PNG Air Media Relations (Telephone 302 3194 or Email [media.relations@pngair.com.pg](mailto:media.relations@pngair.com.pg)) or PNG Air Investor Relations (Telephone 302 3234 or Email [investor.relations@png.com](mailto:investor.relations@png.com))

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