

# Corporate Resolution

NAME OF SHAREHOLDER COMPANY

.....  
WRITTEN RESOLUTION IN LIEU OF HOLDING A BOARD MEETING [IN ACCORDANCE WITH ARTICLE  
..... OF THE CONSTITUTION OF THE COMPANY/AS PER SECTION 7 OF THE EIGHTH  
SCHEDULE OF THE COMPANIES ACT 2001] – DATED THIS ..... 2021

We, the undersigned, being directors of

.....  
[Name of the shareholder company], who at the date of this written resolution are entitled to attend and  
vote at a board meeting of the company, hereby certify that the following written resolution for entry in  
the Minutes Book of the company has been delivered to and approved by us.

Resolved that Mr/Mrs/Ms

.....  
failing him/her, the Chairman of the Special Meeting of Shareholders of ROGERS AND COMPANY LIMITED  
(the "Company") to be held on Wednesday 24 March 2021 at 10h00 in the 'Educator' boardroom,  
4<sup>th</sup> floor, Voilà Hotel, Bagatelle Mall, Rêduit, and any adjournment thereof, be authorised to act as the  
representative of the shareholder company and to vote on its behalf at the said Special Meeting of  
Shareholders and at any adjournment thereof and that its vote on the resolutions set out below be cast as  
follows:

	<b>RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
I.	Resolved that the audited financial statements of the Company for the year ended 30 June 2020 be hereby approved.			
II.	Resolved that Messrs Ernst and Young be appointed as auditor of the Company to hold office until the next Annual Meeting of Shareholders and that the board of directors of the Company be hereby authorised to fix the auditor's remuneration for the financial year 2020/2021.			

Director .....

Director .....

Director .....

Director .....

Director .....

- Note 1.** Your vote counts. A shareholder of the Company entitled to attend and vote at this meeting may appoint a proxy (in the case of an individual shareholder) or a representative (in the case of a shareholder company and by way of a corporate resolution), whether a shareholder of the company or not, to attend and vote on his/her/its behalf.
- Note 2.** The instrument appointing the proxy or the corporate resolution appointing the representative should reach the Company Secretary, Rogers and Company Limited, 5<sup>th</sup> Floor, Rogers House, No. 5, President John Kennedy Street, Port Louis, by Tuesday 23 March 2021 at 10:00 hours.
- Note 3.** The directors of the Company have resolved that, for the purposes of this Special Meeting of Shareholders and in compliance with Section 120 (3) of the Companies Act 2001, only the shareholders whose names are registered in the share register of the Company as at 22 February 2021 would be entitled to receive this Notice and would accordingly be allowed to attend and vote at such meeting.
- Note 4.** The Risk Management and Audit Committee of the Company has recommended to the Board the appointment of Messrs Ernst and Young as auditor of the Company. The Board is satisfied with such recommendation and is recommending same to the shareholders for approval.
- Note 5.** In accordance with The National Code of Corporate Governance for Mauritius (2016), the proxy report and results of the voting will be published on 24 March 2021 or as soon as reasonably practicable thereafter.
- Note 6.** In the event that this meeting cannot be held on 24 March 2021 due to a cyclone warning Class III or IV being in force in Mauritius or an extreme weather event<sup>1</sup>, the meeting shall be held on the business day immediately following the day when the cyclone or extreme weather condition warning has been removed, at the same time and place.
- Note 7.** Should there be a full or partial lockdown on 24 March 2021, the Special Meeting of Shareholders of the Company will be postponed to a later date. We will communicate such date through the media and via our website [www.rogers.mu](http://www.rogers.mu).

<sup>1</sup> An extreme weather event here means torrential rain, flood, flash flood, high waves, storm surge and includes any other weather condition likely to endanger life or property in the vicinity of the venue of such meeting.