

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 2023

We, the undersigned, being directors of....., 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.....

.....
or failing him/her, the Chairman of the Annual Meeting of Shareholders of ROGERS AND COMPANY LIMITED (the "Company") to be held on Thursday 30 November 2023 at 11h00 in The Workshop meeting room, Oficea Meetings, The Pod, Vivéa Business Park, Moka and any adjournment thereof, be authorised to act as the representative of the shareholder company and to vote on its behalf at the said Annual Meeting of Shareholders and at any adjournment thereof and that its vote on the resolutions set out below be cast as follows:

RESOLUTIONS	FOR	AGAINST	ABSTAIN
I. Resolved that the audited financial statements of the Company for the financial year ended 30 June 2023 be hereby approved.			
II. Resolved that Mrs Angélique Desvaux de Marigny be hereby re-elected as director of the Company.			
III. Resolved that Mr Eric Espitalier-Noël be hereby re-elected as director of the Company.			
IV. Resolved that Mr Gilbert Espitalier-Noël be hereby re-elected as director of the Company.			
V. Resolved that Mr Hector Espitalier-Noël be hereby re-elected as director of the Company.			
VI. Resolved that Mr Philippe Espitalier-Noël be hereby re-elected as director of the Company.			
VII. Resolved that Mr Damien Mamet be hereby re- elected as director of the Company.			
VIII. Resolved that Mr Vivian Masson be hereby re-elected as director of the Company.			
IX. Resolved that Mr Jean-Pierre Montocchio be hereby re-elected as director of the Company.			
X. Resolved that Mr Ashley Coomar Ruhee be hereby re-elected as director of the Company.			
XI. Resolved that Mr Thierry Hugnin be hereby re-elected as director of the Company.			

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RESOLUTIONS	FOR	AGAINST	ABSTAIN
XII. Resolved that Mr Deonanan Makoond be re-appointed as director of the Company to hold office until the conclusion of the next Annual Meeting of Shareholders, in accordance with Section 138(6) of the Companies Act 2001.			
XIII. Resolved that Ms. Panir Pushpom Soobiah, who has been nominated by the board of directors of the Company, be appointed as director of the Company.			
XIV. Resolved that Messrs. Ernst & Young be hereby re-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 2023/2024.			

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, 5th Floor, Rogers House, No. 5, President John Kennedy Street, Port Louis, by Wednesday 29 November 2023 at 11h00.

Note 3: The directors of the Company have resolved that, for the purposes of this Annual 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 31 October 2023 would be entitled to receive this Notice and would accordingly be allowed to attend and vote at such meeting.

Note 4: The minutes of proceedings of the Annual Meeting of Shareholders held on 08 December 2022 are available free of charge on request. Kindly contact the Company Secretary on telephone number 202 6666 or at rogerscosec@rogers.mu.

Note 5: Resolutions I to XIV are proposed as ordinary resolutions, entailing that for each of the resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Note 6: Items 1 to 7 of the agenda are required to be considered and/or approved (where applicable) pursuant to section 115(4) of the Company Act 2001.

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Note 7: Appointment and remuneration of auditor. At every Annual Meeting of Shareholders (“AMS”), the Company is required to appoint an auditor to serve from the end of the AMS until the next AMS. Messrs. Ernst & Young have indicated that they are willing to continue as the Company’s auditor for the financial year 2023/2024. The Risk Management and Audit Committee of the Company has reviewed the auditor’s effectiveness and recommends that they hold office until the next AMS. Following normal practice, it is being proposed that the board of directors of the Company be hereby authorised to fix the auditor’s remuneration for the financial year 2023/2024.

Note 8: In accordance with The National Code of Corporate Governance for Mauritius (2016), the directors of the Company are submitting themselves for re-election. Biographical details and relevant skills of all directors are set out on pages 18 to 25 of the 2023 Annual Report and are also available on www.rogers.mu. The Board is satisfied that each of the directors standing for re-election continues to perform effectively and demonstrates commitment to his or her role in the long-term success of the Company.

Note 9: In accordance with The National Code of Corporate Governance for Mauritius (2016), the proxy report and voting results for this meeting will be published on the website of the Company on 30 November 2023 or as soon as reasonably practicable thereafter.

Note 10: In the event that this meeting cannot be held on 30 November 2023 due to (i) a cyclone warning Class III or IV being in force in Mauritius; (ii) an extreme weather event¹; (iii) heavy rain²; (iv) an intense tropical cyclone²; (v) a moderate tropical storm²; (vi) a severe tropical storm²; (vii) strong wind²; (viii) swell wave²; (ix) torrential rain²; (x) a tropical cyclone²; or (xi) a very intense tropical cyclone²; the meeting shall be postponed to a later date. The Board will communicate such date through the media.

¹*Pursuant to section 2 of The Mauritius Meteorological Services Act 2019, as amended from time to time, “extreme weather events” (a) means tropical storm, tropical cyclone, heavy rain, torrential rain, flood, flash flood, high waves, storm surge and drought; and (b) includes any other weather condition likely to endanger life or property;”*

²*As defined in the “Mauritius Meteorological Services (Warnings) Regulations 2023”.*

Note 11: Should there be any restriction as may be imposed by the authorities on or about the date of the AMS, no physical AMS will be held. The AMS will then be conducted via an online platform. In such situations, Shareholders who wish to attend the AMS online are invited to write to MCB Registry & Securities Ltd on email address contact.rs@mcbcm.mu to obtain the online details to join the meeting via the online platform. Any Shareholder who does not receive access details 24 hours before the start of the meeting should call MCB Registry & Securities Ltd on 202-5640 or send an email on contact.rs@mcbcm.mu