

Annex 2

NOTICE OF SPECIAL MEETING OF BONDHOLDERS (REDEEMABLE BONDS)

Notice is hereby given that a Special Meeting of holders of redeemable bonds of Ascencia Limited (the 'Company') will be held at **via an online platform** on Wednesday 28 July 2021 at 10h30 to transact the following business:

1. To consider and if thought fit approve the following resolution as a special resolution:

Special Resolution I

Resolved that the cancellation of the redeemable bonds of the Company on the Development and Enterprise Market (DEM) of the Stock Exchange of Mauritius Ltd (SEM) be and is hereby approved.

2. Subject to Special Resolution I being passed, to consider and if thought fit approve the following resolution as a special resolution:

Special Resolution II

Resolved that the Board of directors of the Company be and is hereby authorised to take all actions as may be required to give effect to the Special Resolution I above and to take the necessary actions to apply for the listing of the redeemable bonds of the Company on the Official List of the SEM.

3. To consider and if thought fit approve the following resolution as a special resolution:

Special Resolution III

Resolved that the Secretary of the Company be and is hereby instructed to do all such things and undertake all such acts as may be required to give effect to Special Resolutions I and II above.

By order of the Board
Secretary
10 June 2021

Note 1: Your vote counts. A bondholder entitled to attend and vote at this meeting may appoint a proxy by way of the proxy form (in the case of an individual) or a representative (in the case of a company and by way of a corporate resolution), whether a bondholder or not, to attend and vote on his/her/its behalf.

Note 2: The proxy form appointing a proxy or the corporate resolution appointing a representative should reach the Secretary, Ascencia Limited, 5th floor, Rogers House, No. 5 President John Kennedy Street, Port-Louis or on legal@rogers.mu by Tuesday 27 July 2021 at 10h30.

Note 3: The directors of the Company have resolved that, for the purposes of this Special Meeting of Bondholders and in compliance with Section 120(3) of the Companies Act 2001, only those Bondholders whose names are registered in the redeemable bond register of the Company as at Monday 28 June 2021 would be entitled to receive this Notice and would accordingly be allowed to attend to and vote at this meeting.

Note 4: 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 by Thursday 29 July 2021 or as soon as reasonably practicable thereafter.

Note 5: In the event that this meeting cannot be held on Wednesday 28 July 2021 due to a cyclone warning Class III or IV being in force in Mauritius or an extreme weather event* or a general power cut, the meeting shall be held on the business day immediately following the day when the cyclone or the extreme weather condition warning has been removed, at the same time and place.

[* An 'extreme weather event' 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.]

Note 6: Bondholders will have 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. Bondholders (individual and corporate) and/or their proxies will have to produce a valid National Identity Card in order to be admitted to the meeting. Any bondholder who did not receive access details forty-eight hours before the start of the meeting should call MCB Registry & Securities Ltd on 202-5640.