

# NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of Shareholders of Ascencia Limited (the 'Company') will be held at 'La Scala', 1st floor, Caudan Arts Centre, Caudan Waterfront, Port Louis, on Thursday 09 December 2021 at 10h30 to transact the following business:

1. To consider the 2021 Annual Report of the Company.
2. To receive the report of Messrs Ernst & Young, the auditor of the Company.
3. To consider and approve the audited financial statements of the Company for the year ended 30 June 2021.

## Ordinary Resolution I

**"Resolved that** the audited financial statements of the Company for the year ended 30 June 2021 be hereby approved."

4. To re-elect the following persons as directors of the Company by way of separate ordinary resolutions: Messrs. Hector Espitalier-Noël, Philippe Espitalier-Noël, Dominique Galea, Damien Mamet, Frédéric Tyack, Naderasen Pillay Veerasamy, Dean Lam Kin Teng, Pierre-Yves Pascal, Armond Boshoff, Shreekantsingh Bissessur and Mrs. Belinda Vacher.

## Ordinary Resolutions II to XII

**"Resolved that** Mr./Mrs. [\*] be hereby re-elected as Director of the Company."

- II. Hector Espitalier-Noël
- III. Philippe Espitalier-Noël
- IV. Dominique Galea
- V. Damien Mamet
- VI. Frédéric Tyack
- VII. Naderasen Pillay Veerasamy
- VIII. Dean Lam Kin Teng
- IX. Pierre-Yves Pascal
- X. Armond Boshoff
- XI. Shreekantsingh Bissessur
- XII. Belinda Vacher

5. To appoint Dr Dhanandjay Kawol who has been nominated by the Board, as Director of the Company.

<sup>1</sup> The profiles and categories of directors proposed for re-election are set out at pages 70 to 73 of the 2020 Annual Report of the Company.

## Ordinary Resolution XIII

**“Resolved that** Dr Dhanandjay Kawol be hereby appointed as Director of the Company.”

6. To appoint Messrs. Ernst and Young 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 2021/2022.

## Ordinary Resolution XIV

**“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 2021/2022.”

7. Shareholders’ question time.

### By order of the Board

Sharon Ah Lin

Company Secretary

29 October 2021

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

**Note 2.** A proxy form and corporate resolution are enclosed in the 2021 Annual Report.

**Note 3.** The proxy form appointing a proxy or the corporate resolution appointing a representative should reach The Company Secretary, Ascencia Limited, 5th floor, Rogers House, No. 5, President John Kennedy Street, Port Louis by Wednesday 08 December 2021 at 10h30.

**Note 4.** 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 those shareholders whose names are registered in the share register of the Company as at 09 November 2021 would be entitled to receive this Notice and would accordingly be allowed to attend and vote at this meeting.

**Note 5.** The minutes of proceedings of the Annual Meeting of Shareholders held on 27 January 2021 are available free of charge on request. Kindly contact the Company Secretary.

**Note 6.** In accordance with The National Code of Corporate Governance for Mauritius (2016), all directors of the Company are submitting themselves for re-election. Biographical details and relevant skills of all directors are set out on pages 70 to 73 of the 2021 Annual Report and are also available on <https://www.ascenciamalls.com/directors>. 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 7.** On 27 September 2021, upon recommendation of the Nomination Committee, the Board of the Company nominated Dr Dhanandjay Kawol as director of the Company to fill a casual vacancy arising from the resignation of Mr. Bojrazsingh Boyramboli. The Board is recommending his appointment as it is satisfied that he will contribute to the success of the Company given his skills and experience. The short profile of Dr. Kawol is set out on page 73 of the 2021 Annual Report.

**Dr. Dhanandjay Kawol (57 years old)**

- Permanent Secretary at Ministry of Social Integration, Social Security and National Solidarity
- Doctor in Business Administration
- Associate member of The Chartered Governance Institute
- Masters in Business Administration
- Diploma in Management Studies
- B.Sc (Hons) Crop Science and Production

**Note 8.** 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 09 December 2021 or as soon as reasonably practicable thereafter.

**Note 9.** In the event that this meeting cannot be held on 09 December 2021 due to a cyclone warning Class III or IV being in force in Mauritius or an extreme weather event\*, 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 10.** **Should there be a full or partial lockdown on or about the date of the Annual Meeting of Shareholders of the Company ("AMS"), or any other restriction as may be imposed by the authorities, no physical AMS will be held. The AMS will then be conducted via an online platform. Shareholders are invited to write to MCB Registry & Securities Ltd on email address [contact.rs@mcbcm.mu](mailto:contact.rs@mcbcm.mu) to obtain the online details to join the meeting via the online platform. Any shareholder who did 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](mailto:contact.rs@mcbcm.mu).**