

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

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 this written resolution, for entry in the Minutes Book of the Company has been delivered to and approved by us.

It is resolved that Mr./Mrs./Ms.

or, failing him/her, the Chairman of the Annual Meeting of Shareholders of ASCENCIA LIMITED (the 'Company'), to be held in Brainstorm Meeting Room, Officea Meetings, The Pod Building, Vivea Business Park, Moka, on Thursday, 21 November 2024 at 10h00 and any adjournment thereof, be authorised to act as the representative of the above-named shareholder company and to vote on its behalf at the said Annual Meeting of Shareholders and at any adjournment thereof, with its vote on the ordinary resolutions set out below to be cast as follows:

Resolutions

	For	Against	Abstain
I Resolved that the audited financial statements of the Company for the year ended 30 June 2024 be hereby approved.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
II Resolved that Mr. Hector Espitalier-Noël be hereby re-elected as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
III Resolved that Mr. Philippe Espitalier-Noël be hereby re-elected as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
IV Resolved that Mr. Gilbert Espitalier-Noël be hereby re-elected as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
V Resolved that Mr. Damien Mamet be hereby re-elected as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
VI Resolved that Mr. Shreekantsingh Bissessur be hereby re-elected as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
VII Resolved that Mr. Naderasen Pillay Veerasamy be hereby re-elected as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
VIII Resolved that Ms. Lucille Louw be hereby re-elected as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
IX Resolved that Ms. Maheswaree Madhub be hereby re-elected as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
X Resolved that Ms. Madhavi Ramdin-Clark be hereby re-elected as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
XI Resolved that Mrs. Belinda Vacher be hereby re-elected as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Resolutions

		For	Against	Abstain
XII	Resolved that Mr. Jean Alain Law-Min be appointed as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
XIII	Resolved that Mr. Joseph Marie Johan Pilot be appointed as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
XIV	Resolved that Ms. Marine Boullé be appointed as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
XV	Resolved that Messrs. Ernst & 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 2024/2025.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

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 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 hereto.

Note 3. The proxy form appointing a proxy or the corporate resolution appointing a representative should reach the Company Secretary, Ascencia Limited, ENL House, Vivéa Business Park, Moka, Mauritius by Wednesday, 20 November 2024 at 10h00.

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 22 October 2024 will be entitled to receive this Notice and will accordingly be allowed to attend and vote at this meeting.

Note 5. The minutes of proceedings of the Annual Meeting of Shareholders held on 15 November 2023 are available free of charge on request. Kindly contact the Company Secretary at the email address rogerscosec@entrogers.com.

Note 6. Resolutions I to XV 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 7.** Items 1 to 8 of the agenda are required to be considered and/or approved pursuant to section 115(4) of the Companies Act 2001.
- Note 8.** 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 2024/2025. 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 authorised to fix the auditor’s remuneration for the financial year 2024/2025.
- Note 9.** 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 [72]-[77] of the 2024 Annual Report and are also available on www.ascenciacorporate.com. 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 10.** 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 21 November 2024 or as soon as reasonably practicable thereafter.
- Note 11.** In the event that this meeting cannot be held on 21 November 2024 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.
- ¹Pursuant 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;”*
- ²As defined in The Mauritius Meteorological Services Regulations (Warning) 2023.*
- Note 12.** 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 at the 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 to contact.rs@mcbcm.mu.