

CORPORATE RESOLUTION

NAME OF SHAREHOLDER COMPANY:
WRITTEN RESOLUTION IN LIEU OF HOLDING A BOARD MEETING [IN ACCORDANCE WITH ARTICLEOF 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.

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 on Thursday 09 December 2021 at 10h30 at 'La Scala', 1st floor, Caudan Arts Centre, Caudan Waterfront, Port Louis 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 and that its vote on the ordinary resolutions set out below be cast as follows:

Resolutions

	For	Against	Abstain
I Resolved that the audited financial statements of the Company for the year ended 30 June 2021 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. Dominique Galea 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. Frédéric Tyack 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 Mr. Dean Lam Kin Teng be hereby re-elected as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
IX Resolved that Mr. Pierre-Yves Pascal be hereby re-elected as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
X Resolved that Mr. Armond Boshoff be hereby re-elected as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
XI Resolved that Mr. Shreekantsing Bissessur be hereby re-elected as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
XII 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
XIII Resolved that Dr Dhanandjay Kawol be hereby appointed as Director of the Company.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
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.	<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 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 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.**