

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 THIS2019

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 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

.....

failing him/her, the Chairman of the Annual Meeting of Shareholders of ROGERS AND COMPANY LIMITED (the "Company") to be held on Tuesday 05 November 2019 at 14h00 in the 'Le Sirius meeting room', Laboudonnais Waterfront Hotel, Caudan Waterfront, Port Louis 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 2019 be hereby approved.			
II. Resolved that Dr Guy Adam 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.			

RESOLUTIONS	For	Against	Abstain
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.			
XII. Resolved that Mr Deonanan Makoond be hereby re-elected as director of the Company.			
XIII. Resolved that Ms Aruna Radhakeesoon be hereby re-elected as director of the Company.			
XIV. Resolved that KPMG 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 2019/2020.			

Director

Director

Director

Director

Director

- Note 1.** A shareholder company may appoint a representative (whether a shareholder of the company or not) to attend and vote on its behalf.
- Note 2.** If the corporate resolution appointing the representative is returned without an indication as to how the representative shall vote on any particular resolution, the representative will exercise his/her discretion as to whether, and if so, how he/she votes.
- Note 3.** 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 Monday 04 November 2019 at 14h00.
- Note 4.** The minutes of proceedings of the Annual Meeting of Shareholders held on 26 October 2018 are available free of charge on request. Kindly contact the Company Secretary..