



## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of Shareholders of Rogers and Company Limited (the "Company") will be held in the 'Le Sirius meeting room', Labourdonnais Waterfront Hotel, Caudan Waterfront, Port Louis on Tuesday 05 November 2019 at 14h00 to transact the following business:

1. To consider the Annual Report 2019 of the Company.
2. To receive the report of Messrs BDO & Co., the auditor of the Company.
3. To consider and approve the audited financial statements of the Company for the financial year ended 30 June 2019.

### Ordinary Resolution I

*"Resolved that the audited financial statements of the Company for the financial year ended 30 June 2019 be hereby approved."*

4. To re-elect, by way of separate resolutions, as directors of the Company the following persons: Dr Guy Adam; Messrs Eric Espitalier-Noël; Gilbert Espitalier-Noël; Hector Espitalier-Noël; Philippe Espitalier-Noël; Damien Mamet; Vivian Masson; Jean-Pierre Montocchio; Ashley Coomar Ruhee; Thierry Hugnin; Deonanan Makoond and Ms Aruna Radhakeesoon.

### Ordinary Resolutions II to XIII

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

- II. Dr Guy Adam;
- III. Eric Espitalier-Noël;
- IV. Gilbert Espitalier-Noël;
- V. Hector Espitalier-Noël;
- VI. Philippe Espitalier-Noël;
- VII. Damien Mamet;
- VIII. Vivian Masson;
- IX. Jean-Pierre Montocchio;
- X. Ashley Coomar Ruhee;
- XI. Thierry Hugnin;
- XII. Deonanan Makoond; and
- XIII. Aruna Radhakeesoon.

N.B.: The profile of the directors proposed for re-election are set out at pages 24 to 26 of the Rogers Annual Report 2019.

5. To appoint KPMG as auditor of the Company to hold office until the next Annual Meeting of Shareholders and to authorise the Board to fix its remuneration for the financial year 2019/2020.

### Ordinary Resolution 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."*

6. Shareholders' question time.

By order of the Board  
Sharon Ah Lin  
Company Secretary  
13 September 2019

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

**Note 2:** The instrument appointing the proxy or 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 3:** The directors of the Company have resolved that, for the purposes of the 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 06 October 2019 would be entitled to receive this Notice and would accordingly be allowed to attend and vote at such meeting.

**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.