

# 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 ..... 2017

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 31 October 2017 at 10h00 in the Harbour View boardroom, 3rd Floor, Rogers House, No. 5, President John Kennedy Street, 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:

|       | <b>RESOLUTIONS</b>  | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|-------|---|------------|----------------|----------------|
| I.    | Resolved that the audited financial statements of the Company for the financial year ended 30 June 2017 be hereby approved. |            |                |                |
| II.   | Resolved that Dr Guy Adam be hereby re-elected as director of the Company.  |            |                |                |
| III.  | Resolved that Mr Ziyad Bundhun be hereby re-elected as director of the Company.   |            |                |                |
| IV.   | Resolved that Mr Eric Espitalier-Noël be hereby re-elected as director of the Company.                                      |            |                |                |
| V.    | Resolved that Mr Gilbert Espitalier-Noël be hereby re-elected as director of the Company.                                   |            |                |                |
| VI.   | Resolved that Mr Hector Espitalier-Noël be hereby re-elected as director of the Company.                                    |            |                |                |
| VII.  | Resolved that Mr Philippe Espitalier-Noël be hereby re-elected as director of the Company.                                  |            |                |                |
| VIII. | Resolved that Mr Philippe Forget be hereby re-elected as director of the Company.   |            |                |                |
| IX.   | Resolved that Mr Vivian Masson be hereby re-elected as director of the Company.   |            |                |                |

|       | <b>RESOLUTIONS</b>   | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|-------|--|------------|----------------|----------------|
| X.    | Resolved that Mr Jean-Pierre Montocchio be hereby re-elected as director of the Company.   |            |                |                |
| XI.   | Resolved that Ms Aruna Radhakeesoon be hereby re-elected as director of the Company.   |            |                |                |
| XII.  | Resolved that Mr Damien Mamet be hereby appointed as director of the Company.  |            |                |                |
| XIII. | Resolved that Mr Ashley Coomar Ruhee be hereby appointed as director of the Company.   |            |                |                |
| XIV.  | Resolved that Messrs BDO & Co. 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 2017/2018. |            |                |                |

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 30 October 2017 at 10h00.

**Note 4.** The minutes of proceedings of the Annual Meeting of Shareholders held on 28 October 2016 are available free of charge on request. Kindly contact the Company Secretary.