

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 'Educator' boardroom, 4th floor, Voilà Hotel, Bagatelle Mall of Mauritius, Réduit on Friday 26 October 2018 at 10h00 to transact the following business:

1. To consider the Annual Report 2018 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 2018.

Ordinary Resolution I

"Resolved that the audited financial statements of the Company for the financial year ended 30 June 2018 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 and Ms Aruna Radhakeesoon.

Ordinary Resolutions II to XI

"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 and
- XI. Aruna Radhakeesoon.

N.B.: The profile of the directors proposed for re-election are set out at pages 25 to 27 of the Rogers Annual Report 2018.

5. To appoint Mr Thierry Hugnin who has been nominated by the Board of the Company, as director of the Company:

Ordinary Resolution XII

"Resolved that Mr Thierry Hugnin be hereby appointed as director of the Company."

6. To appoint Mr Deonanan Makoond who has been nominated by the Board of the Company, as director of the Company:

Ordinary Resolution XIII

"Resolved that Mr Deonanan Makoond be hereby appointed as director of the Company."

N.B.: The profile of the directors proposed for appointment are set out overleaf.

7. To re-appoint Messrs BDO & Co. 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 2018/2019.

Ordinary Resolution 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 2018/2019.”

8. Shareholders’ question time.

By order of the Board
 Aruna Radhakeesoon
 Company Secretary
 13 September 2018

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 Thursday 25 October 2018 at 10h00.

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 28 September 2018 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 31 October 2017 are available free of charge on request. Kindly contact the Company Secretary.

The short profile of the directors proposed for appointment is set out hereunder. Their long profile is available on the website of the Company.

Thierry Hugnin	Managing Partner – Kibo Capital Partners Ltd. 52 years old Institute of Chartered Accountants in England and Wales ICAEW Master’s Degree in Computer Science and Management, University of Paris Dauphine, France.
Deonanan Makoond	Program Director of Eclasia Group Chairman of the University of Technology, Mauritius Chairman of the Financial Services Institute Member of the Research and Innovation Committee and the Research and Development Working Group of the Mauritius Research Council Previously CEO of Business Mauritius 66 years old BA (Hons) in Economics & MSC in Tourism Planning