



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that a Special 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 immediately after the Annual Meeting of Shareholders of the Company to transact the following business:

1. To consider and if thought fit, approve with or without modifications, the following resolutions as ordinary resolutions:

Ordinary Resolution I

"Resolved that the note programme pursuant to which the Company may issue one or more tranches or series of notes (the 'Notes') having an aggregate nominal amount of two billion rupees (MUR 2,000,000,000) (the 'Note Programme')^a be hereby approved."

2. Subject to Ordinary Resolution I being approved with or without modifications, to consider and if thought fit, approve the following resolution as an ordinary resolution:

Ordinary Resolution II

"Resolved that the board of directors of the Company be mandated to, acting in the best interests of the Company, determine the terms and conditions of the Notes including the timing of any issuance(s), pricing, security and rating, as the Board deems appropriate based on the then market conditions."

3. Subject to Ordinary Resolution II being approved with or without modifications, to consider and if thought fit, approve the following resolution as an ordinary resolution:

Ordinary Resolution III

"Resolved that the board of directors of the Company be mandated to do all such things as may be necessary to give effect to the above-mentioned resolutions and complete the Note Programme."

4. Shareholders' question time.

By order of the Board
Company Secretary
07 October 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.

ANNEX 1^b

The information set out herein is a summary of the Note Programme. Terms not defined herein shall have the same meaning ascribed to them in the Preferential Offer Document.

Before Rogers and Company Limited (the 'Company') issues any tranche of Notes, the Company will complete and sign the Applicable Pricing Supplement, based on the Pro Forma Applicable Pricing Supplement included in the Preferential Offer Document, setting out details of such Notes. The Preferential Offer Document and the Applicable Pricing Supplement is available free of charge, upon request, at the office of the Company.

STATUTORY REQUIREMENTS PERTAINING TO THE RULE 4(4) SECURITIES (PREFERENTIAL OFFER) RULES 2017		
A	Objective of the Note Programme	The Company will restructure its existing facilities into longer term credit facilities.
B	Total number of Notes to be issued	The Company may issue one or more Tranches of Notes pursuant to the Preferential Offer Document, provided that the aggregate nominal amount of all of the Notes issued under the Preferential Offer does not exceed a maximum amount of MUR 2,000,000,000.
C	Price at which the allotment is proposed	The nominal amount of each Note will be MUR 1,000. In any event, the Company will set a minimum subscription amount of MUR 1,000,000 which will be in accordance with applicable Mauritian laws.
D	Basis on which the price has been arrived at	The issue price will be 100% of the Nominal Amount.
E	Class or classes of persons to whom the allotment is proposed to be made	The Notes are offered by way of private placement in compliance with applicable laws.
F	Proposed time within which the allotment shall be completed	The allotment shall be completed within a period of 12 months from the date of approval of the shareholders.
G	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them, wherever applicable	The Notes are offered to any high net worth individual and companies (or other body corporates) advised by an investment adviser or investment dealer duly licensed by the Financial Services Commission.
H	Any change in control in the issuer subsequent to the preferential offer	The Notes will not confer the holders thereof any rights whatsoever to the share capital of the Company. In this respect, there will be no change in control of the Company subsequent to the issue of Notes.
I	The number of persons to whom allotment on a preferential offer basis have already been made during the year and the corresponding number of securities as well as the price of each security	There has been no allotment made on a preferential offer basis during the year.
J	The justification for the allotment to be made for consideration other than cash	The Notes will not be allotted for consideration other than cash.
K	The shareholding pattern prior to and after the issue of securities	There will be no change in the shareholding prior to and after the issue of Notes.

^a The Preferential Offer Document relating to the Note Programme is available free of charge on request. It is also published on the website of the Company (www.rogers.mu). The summary of the Note Programme is set out in Annex 1 of the leaflet hereto.

^b Pursuant to the Securities (Preferential Offer) Rules 2017