

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 THIS2022

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 Special Meeting of Shareholders of ROGERS AND COMPANY LIMITED (the "Company") to be held on Friday 6 May 2022 at 10:30 hours in the 'Ebony 2' meeting room, Hennessy Park Hotel, Ebène, and any adjournment thereof, be authorised to act as the representative of the shareholder company and to vote on its behalf at the said Special Meeting of Shareholders and at any adjournment thereof and that its vote on the resolution set out below be cast as follows:

Resolutions

For **Against** **Abstain**

Resolved that the audited financial statements of the Company for the year ended 30 June 2021 be hereby approved.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Director.....

Director.....

Director.....

Director.....

Director.....

Director.....

Note 1: Your vote counts. 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/her/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 05 May 2022 at 10:30 hours.

Note 3: The directors of the Company have resolved that, for the purposes of this Special Meeting of Shareholders and in compliance with Section 120(3) of the Companies Act 2001, only the shareholders whose names are registered in the share register of the Company as at 07 April 2022 would be entitled to receive this Notice and would accordingly be allowed to attend and vote at such meeting.

Note 4: In accordance with The National Code of Corporate Governance for Mauritius (2016), the proxy report and results of the voting will be published on 06 May 2022 or as soon as reasonably practicable thereafter.

Note 5: In the event that this meeting cannot be held on 6 May 2022 due to a cyclone warning Class III or IV being in force in Mauritius or an extreme weather event¹, the meeting shall be held on the business day immediately following the day when the cyclone or extreme weather condition warning has been removed, at the same time and place.

Note 6: Should there be a full or partial lockdown on or about the date of the Special Meeting of Shareholders of the Company ("SMS"), or any other restriction as may be imposed by the authorities, no physical SMS will be held. The SMS will then be conducted via an online platform. Shareholders are invited to write to MCB Registry & Securities Ltd on email address contact.rs@mcbcm.mu to obtain the online details to join the meeting via the online platform. Any shareholder who did not receive access details 24 hours before the start of the meeting should call MCB Registry & Securities Ltd on 202-5640 or send an email on contact.rs@mcbcm.mu.

¹ An extreme weather event here means torrential rain, flood, flash flood, high waves, storm surge and includes any other weather condition likely to endanger life or property in the vicinity of the venue of such meeting.