

Corporate Resolution

NAME OF SHAREHOLDER COMPANY:

.....
WRITTEN RESOLUTION IN LIEU OF HOLDING A BOARD MEETING [IN ACCORDANCE WITH ARTICLEOF THE CONSTITUTION OF THE COMPANY/AS PER SECTION 7 OF THE EIGHTH SCHEDULE OF THE COMPANIES ACT 2001] – DATED THIS.....2019

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 Tuesday 05 November 2019 immediately after the Annual Meeting of Shareholders held on the same day in the 'Le Sirius meeting room', Labourdonnais Waterfront Hotel, Caudan Waterfront, 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 Special Meeting of Shareholders and at any adjournment thereof and that its vote on the resolutions set out below be cast as follows:

RESOLUTIONS	For	Against	Abstain
ORDINARY RESOLUTION I 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') be hereby approved.			
ORDINARY RESOLUTION II 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.			
ORDINARY RESOLUTION III 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.			

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.