

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, Réduit, on Thursday 08 December 2022 at 10h00 to transact the following business:

1. To consider the 2022 Annual Report of the Company.
2. To consider the report of Messrs. Ernst and Young the auditor of the Company.
3. To consider and approve the audited financial statements of the Company for the financial year ended 30 June 2022.

Ordinary Resolution I

"Resolved that the audited financial statements of the Company for the financial year ended 30 June 2022 be hereby approved."

4. To re-elect, by way of separate resolutions, as directors of the Company the following persons: Messrs Eric Espitalier-Noël; Gilbert Espitalier-Noël; Hector Espitalier-Noël; Philippe Espitalier-Noël; Damien Mamet; Vivian Masson; Jean-Pierre Montocchio; Ashley Coomar Ruhee and Thierry Hugnin.

Ordinary Resolutions II to X

"Resolved that Mr [] be hereby re-elected as director of the Company."*

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| II. Eric Espitalier-Noël; | V. Philippe Espitalier-Noël; | VIII. Jean-Pierre Montocchio; |
| III. Gilbert Espitalier-Noël; | VI. Damien Mamet; | IX. Ashley Coomar Ruhee; and |
| IV. Hector Espitalier-Noël; | VII. Vivian Masson; | X. Thierry Hugnin. |

5. To re-appoint Dr Guy Adam as director of the Company to hold office until the conclusion of the next Annual Meeting of Shareholders, in accordance with Section 138 (6) of the Companies Act 2001.

Ordinary Resolution XI

"Resolved that Dr Guy Adam be re-appointed as director of the Company to hold office until the conclusion of the next Annual Meeting of Shareholders, in accordance with Section 138 (6) of the Companies Act 2001."

6. To re-appoint Mr Deonanan Makoond as director of the Company to hold office until the conclusion of the next Annual Meeting of Shareholders, in accordance with Section 138 (6) of the Companies Act 2001.

Ordinary Resolution XII

"Resolved that Mr Deonanan Makoond be re-appointed as director of the Company to hold office until the conclusion of the next Annual Meeting of Shareholders, in accordance with Section 138 (6) of the Companies Act 2001."

7. To appoint Mrs Angelique Desvaux de Marigny, who has been nominated by the Board of the Company, as Director of the Company.

Ordinary Resolution XIII

"Resolved that Mrs Angelique Desvaux de Marigny be appointed as Director of the Company."

Angelique Desvaux de Marigny (47 years old)

(upon being elected, Mrs Angelique Desvaux de Marigny will qualify as a Non-Executive Director.)

Qualifications and Profession

*LL.B. in English and French Law, King's College London and Université de Paris I (Panthéon- Sorbonne), (First Class Honours)
Maîtrise en Droit Privé (Droit des Affaires), Université de Paris I (Panthéon-Sorbonne)
Bar Vocational Course, Inns of Courts School of Law, London
Called to the Bar of England and Wales
Called to the Mauritian Bar
Practising Barrister-at-Law*

8. To re-appoint Messrs Ernst and Young 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 2022/2023.

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Ordinary Resolution XIV

"Resolved that Messrs Ernst and Young be re-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 2022/2023."

9. Shareholders' question time.

By order of the Board
Sharon Ah Lin
Company Secretary
18 October 2022

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 Wednesday 07 December 2022 at 10h00.

Note 3: The directors of the Company have resolved that, for the purposes of this Annual 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 08 November 2022 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 last Annual Meeting of Shareholders are available free of charge on request. Kindly contact the Company Secretary on telephone number 202 6666 or at legal@rogers.mu.

Note 5: Resolutions I to XIV are proposed as ordinary resolutions, entailing that for each of the resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Note 6: Items 1 to 8 of the agenda are required to be considered and/or approved (where applicable) pursuant to section 115(4) of The Companies Act 2001.

Note 7: Appointment and remuneration of auditor. At every annual meeting of shareholders ("AMS"), the Company is required to appoint an auditor to serve from the end of the AMS until the next AMS. Messrs. Ernst and Young have indicated that they are willing to continue as the Company's auditor for the financial year 2022/2023. The Risk Management and Audit Committee of the Company has reviewed the auditor's effectiveness and recommends that they hold office until the next AMS. Following normal practice, the board of directors of the Company be hereby authorised to fix the auditor's remuneration for the financial year 2022/2023.

Note 8: In accordance with The National Code of Corporate Governance for Mauritius (2016), all directors of the Company are submitting themselves for re-election. Biographical details and relevant skills of all directors are available on www.rogers.mu. The Board is satisfied that each of the directors standing for re-election continues to perform effectively and demonstrates commitment to his or her role in the long-term success of the Company.

Note 9: In accordance with The National Code of Corporate Governance for Mauritius (2016), the proxy report and results of the voting will be published on 08 December 2022 or as soon as reasonably practicable thereafter.

Note 10: In the event that this meeting cannot be held on 08 December 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 11: Should there be a full or partial lockdown on or about the date of the Annual Meeting of Shareholders of the Company ("AMS"), or any other restriction as may be imposed by the authorities, no physical AMS will be held. The AMS 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.