

NOTICE OF MEETING

SEMARIS LTD

Notice is hereby given that the Annual Meeting of shareholders of Semaris Ltd ("the Company") will be held at Hennessy Park Hotel, 65 Cybercity, Ebène on **21 December 2022** at **09.00 hours** to transact the following business:

1. To consider the Annual Report for the year ended 30 June 2022.
2. To receive the report of the auditors of the Company.
3. To consider and approve the audited financial statements of the Company for the year ended 30 June 2022.
Ordinary Resolution I.
"Resolved that the audited financial statements of the Company for the year ended 30 June 2022 be hereby approved."
4. To elect Dr Sidharth Sharma who retires by rotation in accordance with Section 25.9.3 of the Company's Constitution and, being re-eligible, offers himself for re-election.
Ordinary Resolution II.
"Resolved that Dr Sidharth Sharma be hereby re-elected as Director of the Company in accordance with Section 25.9.3 of the Company's Constitution."
5. To re-elect Mrs Monisha Bheenick-Kalachand, who has been appointed by the Board on 10 November 2022, as Director of the Company in accordance with Section 25.4.1 of the Company's Constitution.
Ordinary Resolution III.
"Resolved that Mrs Monisha Bheenick-Kalachand be hereby re-elected as Director of the Company in accordance with Section 25.4.1 of the Company's Constitution."
6. To re-elect Mr Laurent Piat, who has been appointed by the Board on 10 November 2022, as Director of the Company in accordance with Section 25.4.1 of the Company's Constitution.
Ordinary Resolution IV.
"Resolved that Mr Laurent Piat be hereby re-elected as Director of the Company in accordance with Section 25.4.1 of the Company's Constitution."
7. To re-elect Mr Thierry Rey, who has been appointed by the Board on 10 November 2022, as Director of the Company in accordance with Section 25.4.1 of the Company's Constitution.
Ordinary Resolution V.
"Resolved that Mr Thierry Rey be hereby re-elected as Director of the Company in accordance with Section 25.4.1 of the Company's Constitution."
8. To re-elect Mr Paul Tsang, who has been appointed by the Board on 10 November 2022, as Director of the Company in accordance with Section 25.4.1 of the Company's Constitution.
Ordinary Resolution VI.
"Resolved that Mr Paul Tsang be hereby re-elected as Director of the Company in accordance with Section 25.4.1 of the Company's Constitution."
9. To take note of the automatic reappointment of BDO & Co. as auditors for the year ending 30 June 2023 under Section 200 of The Companies Act 2001 and to authorise the Board to fix their remuneration.
Ordinary Resolution VII.
"Resolved that the Board of Directors be authorised to fix the remuneration of BDO & Co. who are being automatically appointed as auditors of the Company under Section 200 of The Companies Act 2001."

Note: The profile and category of the director proposed for re-election is set out on page 22 of the Annual Report 2022 and overleaf.

By order of the Board



Preety Gopaul, ACG
For ENL Secretarial Services Limited
Company Secretary

10 November 2022

A shareholder of the Company entitled to attend and vote at this meeting may appoint a proxy, whether a shareholder or not, to attend and vote on his/her behalf or may cast his/her vote by post.

The appointment of proxy must be made in writing on the attached form, and the document deposited at the Share Registry and Transfer Office of the Company, DTOS Registry Services Ltd, 3rd Floor, Eagle House, 15A Wall Street, Ebène, Mauritius, not less than twenty-four (24) hours before the meeting is due to take place.

The notice for casting a postal vote must be made in writing on the attached form, and the document deposited at the Share Registry and Transfer Office of the Company, DTOS Registry Services Ltd, 3rd Floor, Eagle House, 15A Wall Street, Ebène, Mauritius, not less than forty-eight (48) hours before the time fixed for holding the meeting.

For the purpose of this Annual Meeting, the Directors have resolved, in compliance with Section 120(3) of the Companies Act 2001, that the shareholders entitled to receive notice of the meeting and attend such meeting shall be those shareholders whose names are registered in the share register of the Company as at 22 November 2022.

The Annual Meeting of shareholders is an important day in the calendar as it enables the Board to engage with its shareholders on a range of matters concerning the business of the meeting. In addition, it provides a valuable forum for shareholders to ask questions. If it becomes necessary or appropriate to make further changes to the arrangements for the holding of the Annual Meeting, we will ensure that shareholders are given as much notice as possible. Please watch our website www.semaris.mu for any update or contact our Share Registry on + 230 404 6000.

Shareholders are encouraged to exercise their right to vote at the Annual Meeting by casting a postal vote (as enclosed). The postal vote form can also be downloaded from the website of the Company.

PROFILES OF DIRECTORS PROPOSED FOR RE-ELECTION

MRS MONISHA BHEENICK-KALACHAND

(Born in 1976)

Independent Non-Executive Director

Appointed in: November 2022

Qualifications

- Masters of Science in Accounting & Finance, London School of Economics and Bachelor of Science in Business Management & Finance, King's College London. Securities and Financial Derivatives Representative (Securities Financial Authority, UK)

Professional Journey

- Started her banking & finance career at ABN AMRO Rothschild Bank, London as an equity trader on the Pan European desk and a business analyst on the MNC desk
- Joined HSBC Corporate & Investment Banking in Mauritius in 2000, as Portfolio/Relationship Manager for the MNCs, larger conglomerates and parastatal bodies
- Recruited by Groupe Caisse d'Epargne in 2004 as Head Corporate Banking to devise & implement the strategy for the launch of the Corporate Banking department of Banque des Mascareignes
- Joined Standard Bank Mauritius Ltd in 2009 as Business Development Manager for the MNCs and large African groups operating within the overall Standard Bank Group. Conducted several roadshows across South Africa, together with other professionals from our Global Business industry, to promote the attractiveness of the jurisdiction for hosting tax-efficient financing structures

Skills & Experience

- Strong experience in corporate & investment banking, financial analysis & risk management across a wide spectrum of business activities
- Leadership & team management skills.

MR LAURENT PIAT

(Born in 1978)

Executive Director

Appointed in: November 2022

Qualifications

- Global Executive MBA from IESE Business School completed in 2021 and a Master from Sup de Co Montpellier completed in 2002

Professional Journey

- Worked as Project Manager for Groupe Union from 2002 to 2007
- Joined New Mauritius Hotels Limited as Project Coordinator in September 2007
- Appointed as Directeur Général Délégué of Beachcomber Hotels SA in Morocco in 2010 and as Directeur Général of Domaine Palm Marrakech SA in 2011

Skills & Experience

- Enjoy and nourish effective team working in which people feel supported and appreciated, which brings powerful ownership and motivation towards the common goals
- Naturally explorative and generate bold ideas to secure competitive advantage. Champion rigor and planning and always flexible to respond to new opportunities and circumstances
- Timely embrace and enjoy all challenges no matter how complex and bring an excellent business acumen and analytical capacity to ensure optimal solution are defined and investment made is safe guarded and levered for full advantage and return
- Calmness and ability to keep matter in perspective
- Inspire people around to maintain focus and effort even in the face of unexpected development or crisis
- Management and promotion of a large-scale integrated mixed used-development in Marrakech comprising a 5* Luxury Hotel (Fairmont Royal Palm Marrakech), a championship golf course and about 150 luxury villas
- The position involved taking over the responsibilities of 2 subsidiaries in Morocco, as General Manager, assuming the role of leadership for a team of 30 people, resourcing and managing local and international consultants, driving multiple negotiation round with the authorities, securing financing and animating a real estates sales team and network

MR THIERRY REY

(Born in 1962)

Non-Executive Director

Appointed in: November 2022

Qualifications

- Diploma in Land Surveying

Professional Journey

- Joined ENL in 1999 to create Espral, the Group's very first instrument for land management and property development
- Upon creation of ENL Property, he took on new responsibilities as director for business development and has been pushing among others, for ENL's entry in the renewable energy sector.

Skills & Experience

- Extensive experience in real estate sector

MR PAUL TSANG

(Born in 1963)

Non-Executive Director

Appointed in: November 2022

Professional Journey

- Started his career at De Chazal du Mée in 1985 and was responsible for the audit of several of the big Corporates in Mauritius
- Joined ENL as project accountant in December 1994 to oversee the financial aspects of projects
- Appointed as Group Financial Accountant in 2002 and subsequently as Group Head of Finance

Skills & Experience

- Extensive experience in strategic planning, preparation of consolidated financial statements, feasibility studies and structured debt financing