

## Notice of Annual Meeting of Shareholders

Notice is hereby given that the Annual Meeting of Shareholders of Ascencia Limited (the 'Company') will be held in the 'Educator' boardroom, 4<sup>th</sup> floor, Voilà Hotel, Bagatelle Mall, Reduit, on Wednesday, 30 October 2019 at 11H30 to transact the following business:

1. To consider the 2019 Annual Report of the Company.
2. To receive the report of Messrs BDO & Co., the auditor of the Company.
3. To consider and approve the audited financial statements of the Company for the year ended 30 June 2019.

### Ordinary Resolution I

**“Resolved that** the audited financial statements of the Company for the year ended 30 June 2019 be hereby approved.”

4. To re-elect the following persons by way of separate resolutions, as Directors of the Company: Messrs Marc Ah Ching, Koosiram Conhye, Hector Espitalier-Noël, Philippe Espitalier-Noël, Dominique Galea, Damien Mamet, Frédéric Tyack, Naderasen Pillay Veerasamy, Dean Lam Kin Teng and Pierre-Yves Pascal.

### Ordinary Resolutions II to XI

**“Resolved that** Mr [\*] be hereby re-elected as Director of the Company.”

- II Marc Ah Ching
- III Koosiram Conhye
- IV Hector Espitalier-Noël
- V Philippe Espitalier-Noël
- VI Dominique Galea
- VII Damien Mamet
- VIII Frédéric Tyack
- IX Naderasen Pillay Veerasamy
- X Dean Lam Kin Teng
- XI Pierre-Yves Pascal

NB: The profiles and categories of Directors proposed for re-election and appointment are set out on pages 66 to 69 of the 2019 Annual Report of the Company or on the Company's website at [www.ascenciamalls.com](http://www.ascenciamalls.com).

5. To appoint Mr Armond Boshoff, who has been nominated by the Board, as Director of the Company.

# Other Corporate Information cont'd

## Notice of Annual Meeting of Shareholders (cont'd)

### Ordinary Resolution XII

**“Resolved that** Mr Armond Boshoff be hereby appointed as Director of the Company.”

6. To appoint Mr Eric Weirich, who has been nominated by the Board, as Director of the Company.

### Ordinary Resolution XIII

**“Resolved that** Mr Eric Weirich be hereby appointed as Director of the Company.”

7. To appoint KPMG 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 2019/2020 financial year.

### Ordinary Resolution XIV

**“Resolved that** KPMG be hereby 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 2019/2020 financial year.”

8. Shareholders’ question time.

By order of the Board  
Company Secretary

**13 September 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/her/its behalf.

**Note 2:** The instrument appointing the proxy or the corporate resolution appointing a representative should reach The Company Secretary, Ascencia Limited, 5<sup>th</sup> floor, Rogers House, No. 5, President John Kennedy Street, Port Louis, by Tuesday, 29 October 2019 at 11H30.

**Note 3:** The Directors of the Company have resolved that, for the purposes of the 2019 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 01 October 2019 would be entitled to receive this Notice and would accordingly be allowed to attend and vote at such meeting.

**Note 4:** A proxy form and corporate resolution are included in the 2019 Annual Report.

**Note 5:** The minutes of proceedings of the Annual Meeting of Shareholders held on 24 October 2018 are available free of charge on request. Kindly contact the Company Secretary.