

# NOTICE OF ANNUAL MEETING

Notice is hereby given that the **Annual Meeting of the shareholders of TERRA Mauricia Ltd** ('Terra') will be held at **Auditorium Paul Eynaud, L'Aventure du Sucre**, Beau Plan, Pamplemousses, on **WEDNESDAY 26 JUNE 2019 at 2.00 p.m.** to transact the following business:

1. To consider the Annual Report for the year ended 31 December 2018.

2. To receive the report of the auditors on the audited financial statements of Terra for the year ended 31 December 2018.

3. To consider and approve the audited financial statements of Terra for the year ended 31 December 2018.

**Ordinary Resolution**

*"Resolved that the audited financial statements of Terra Mauricia Ltd for the year ended 31 December 2018 be and are hereby approved".*

4. To consider and approve by way of Ordinary Resolutions pursuant to clause 32 of the amended and restated constitution of Terra, the following matters pertaining to Terragri Ltd ('Terragri'):

4.1 the audited financial statements of Terragri for the year ended 31 December 2018.

**Ordinary Resolution**

*"Resolved that the audited financial statements of Terragri for the year ended 31 December 2018 be and are hereby approved".*

4.2 the re-election, pursuant to Clause 20.2 of the constitution of Terragri and Section 138 (6) of the Companies Act 2001, of Mr Maurice de Marassé Enouf as director of Terragri until the next Annual Meeting of shareholders of Terragri.

**Ordinary Resolution**

*"Resolved that Mr Maurice de Marassé Enouf be and is hereby re-elected as director of Terragri to hold office until the next Annual Meeting of Terragri."*

4.3 the re-election, pursuant to clauses 20.2 and 20.5.4 of the constitution of Terragri of the following persons who, retiring by rotation, offer themselves for re-election as directors of Terragri (as separate resolutions):

- (i) Mr Didier Harel
- (ii) Mr Henri Harel

**Ordinary Resolution**

*"Resolved that the following persons be and are hereby re-elected as directors of Terragri (as separate resolutions):*

- (i) Mr Didier Harel*
- (ii) Mr Henri Harel*

4.4 the election of Mr Pascal Raffray as director of Terragri:

**Ordinary Resolution**

*"Resolved that Mr Pascal Raffray be and is hereby elected as director of Terragri."*

4.5 the appointment of KPMG as auditors of Terragri under section 195 of the Companies Act 2001 and the authorisation by way of Ordinary Resolution to the Board of Terragri to fix their remuneration.

**Ordinary Resolution**

*"Resolved that the appointment of KPMG as auditors under section 195 of the Companies Act 2001 be and is hereby approved and that the Board of Terragri be and is hereby authorised to fix their remuneration."*

5. To authorise by way of Ordinary Resolution the Board of directors of Terra in its capacity as representative of Terra, the sole shareholder of Terragri, to implement the resolutions referred to at paragraphs 4.1 to 4.5 above at the Annual Meeting of Terragri.

**Ordinary Resolution**

*"Resolved that the Board of Terra, in its capacity as representative of Terra, the sole shareholder of Terragri, be and is hereby authorised to implement the resolutions passed pursuant to paragraphs 4.1 to 4.5 above at the Annual Meeting of Terragri."*

6. To consider and approve by way of Ordinary Resolutions the following matters pertaining to Terra:

6.1 The re-election, pursuant to clause 20.2 of the amended and restated constitution of Terra and Section 138 (6) of the Companies Act 2001, of Mr Maurice de Marassé Enouf as director of Terra until the next Annual Meeting of shareholders of Terra.

**Ordinary Resolution**

*"Resolved that Mr Maurice de Marassé Enouf be and is hereby re-elected as director of Terra to hold office until the next Annual Meeting of Terra."*

6.2 the re-election pursuant to clauses 20.2 and 20.5.4 of the amended and restated constitution of Terra of the following persons who, retiring by rotation, offer themselves for re-election as directors of Terra (as separate resolutions):

- (i) Mr Didier Harel
- (ii) Mr Henri Harel

**Ordinary Resolution**

*"Resolved that the following persons be and are hereby re-elected as directors of Terra (as separate resolutions):*

- (i) Mr Didier Harel*
- (ii) Mr Henri Harel*

6.3 the election of Mr Pascal Raffray as director of Terra:

**Ordinary Resolution**

*"Resolved that Mr Pascal Raffray be and is hereby elected as director of Terra."*

6.4 to fix for the period starting from 1<sup>st</sup> July 2019 and ending on 30 June 2020, the fees of (i) the directors of Terra at MUR 32,500 per month and MUR 19,500 per Board sitting; and (ii) the Chairperson of Terra at MUR 65,000 per month and MUR 39,000 per Board sitting, pursuant to clause 23.1 of the amended and restated constitution of Terra.

**Ordinary Resolution**

*"Resolved that the fees for the period from 1<sup>st</sup> July 2019 to 30 June 2020 be and are hereby fixed at MUR 32,500 per month and MUR 19,500 per Board sitting for the directors of Terra; and MUR 65,000 per month and MUR 39,000 per Board sitting for the Chairperson of Terra."*

7. To approve the appointment of KPMG as auditors under section 195 of the Companies Act 2001 and authorise by way of Ordinary Resolution the Board of Terra to fix their remuneration.

**Ordinary Resolution**

*"Resolved that the appointment of KPMG as auditors under section 195 of the Companies Act 2001 be and is hereby approved and that the Board of Terra be and is hereby authorised to fix their remuneration."*

8. Question time.

**By order of the Board**

Terra Services Ltd  
Secretary

Dated this 09<sup>th</sup> day of May 2019

**Notes:**

- a. A shareholder of Terra entitled to attend and vote at this meeting may appoint a proxy (whether a shareholder or not) to attend and vote on his behalf, or may cast his vote by post.
- b. The appointment of proxy must be made in writing on the enclosed form and the document should reach the registered office of Terra, Beau Plan Business Park, Pamplemousses 21001, not less than twenty-four (24) hours before the time of holding the meeting, and in default, the instrument of proxy shall not be treated as valid. Any power of attorney or instrument under which the proxy is signed or notarially certified must be produced before the start of the meeting.

- c. The notice for casting a postal vote must be made in writing on the enclosed form and sent to the attention of Mr Louis Denis Koenig, the person authorised by the Board of directors of Terra to receive and count the postal votes at the Annual Meeting. The document should reach the registered office of Terra, Beau Plan Business Park, Pamplémousses 21001, not less than forty-eight (48) hours before the time of holding the meeting, and in default, the notice of postal vote shall not be treated as valid.
- d. For the purpose of the above Annual Meeting, the directors have resolved, in compliance with section 120 (3) of the Companies Act 2001, that the shareholders who are entitled to receive notice of the meeting and attend the meeting shall be those shareholders whose names are registered in the share register of Terra as at 28<sup>th</sup> May 2019.
- e. The audited financial statements of Terragri for the year ended 31 December 2018 are available for inspection during normal business hours at the registered office of Terra, Beau Plan Business Park, Pamplémousses.
- f. A short biographic note on each director, including those proposed to be elected or re-elected, can be found on pages 54 and 55 of the Annual Report.

## TERRA MAURICIA LTD (the "Company")

### PROXY/CASTING POSTAL VOTE FORM\*

#### APPOINTMENT OF PROXY\* (see notes a, b and c overleaf)

I/We.....  
of.....being shareholder/s of the above named company hereby  
appoint .....  
of.....or  
failing him/her, .....  
of.....  
or the Chairperson as my/our proxy to vote for me/us at the **Annual Meeting** of the Company to be held on **Wednesday 26 June 2019** and  
at any adjournment thereof. The proxy will vote on the under-mentioned resolutions, as indicated below:

#### CASTING POSTAL VOTES\* (see note b and d overleaf)

I/We.....  
of.....  
being shareholder/s of the above named company desire my/our vote/s to be cast as indicated on the under-mentioned resolutions at the  
**Annual Meeting** of the Company to be held on **Wednesday 26 June 2019** and at any adjournment thereof:

	<i>For</i>	<i>Against</i>	<i>Abstain</i>
<b>Resolution 3</b> Resolved that the audited financial statements of Terra Mauricia Ltd for the year ended 31 December 2018 be and are hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4.1</b> Resolved that the audited financial statements of Terragri Ltd for the year ended 31 December 2018 be and are hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4.2</b> Resolved that Mr Maurice de Marassé Enouf be and is hereby re-elected as director of Terragri to hold office until the next Annual Meeting of Terragri.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4.3</b> Resolved that the following persons be and are hereby re-elected as directors of Terragri (as separate resolutions):			
(i) Mr Didier Harel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(ii) Mr Henri Harel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4.4</b> Resolved that Mr Pascal Raffray be and are hereby elected as director of Terragri.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4.5</b> Resolved that the appointment of KPMG as auditors under section 195 of the Companies Act 2001 be and is hereby approved and that the Board of Terragri be and is hereby authorised to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b> Resolved that the Board of Terra, in its capacity as representative of Terra, the sole shareholder of Terragri, be and is hereby authorised to implement the resolutions passed pursuant to paragraphs 4.1 to 4.5 above at the Annual Meeting of Terragri.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* Please fill-in either the proxy section or the postal vote one, but not both.

P.T.O.

# TERRA MAURICIA LTD (the "Company")

## PROXY/CASTING POSTAL VOTE FORM

	For	Against	Abstain
<b>Resolution 6.1</b> Resolved that Mr Maurice de Marassé Enouf be and is hereby re-elected as director of Terra to hold office until the next Annual Meeting of Terra.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6.2</b> Resolved that the following persons be and are hereby re-elected as directors of Terra (as separate resolutions):			
(i) Mr Didier Harel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(ii) Mr Henri Harel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6.3</b> Resolved that Mr Pascal Raffray be and is hereby elected as director of Terra.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6.4</b> Resolved that the fees for the period from 1 <sup>st</sup> July 2019 to 30 June 2020 be and are hereby fixed at MUR 32,500 per month and MUR 19,500 per Board sitting for the directors of Terra; and MUR 65,000 per month and MUR 39,000 per Board sitting for the Chairperson of Terra.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 7</b> Resolved that the appointment of KPMG as auditors under section 195 of the Companies Act 2001 be and is hereby approved and that the Board of Terra be and is hereby authorised to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this ..... day of June 2019.

.....  
Signature(s)

### NOTES:

- If this form is signed and returned without any indication as to how the proxy shall vote, he will exercise his discretion both as to how he votes and whether or not he abstains from voting.
- According to law, an abstention is not considered as a vote and will not be counted in the calculation of the proportion of votes for and against a resolution.
- To be effective, this form of proxy should reach the registered office of the Company, Beau Plan Business Park, Pamplémousses 21001, not less than twenty-four (24) hours before the time of holding the meeting. Any power of attorney or instrument under which the proxy is signed or notarially certified must be produced before the start of the meeting.
- To be effective, this notice of postal vote should be sent to the attention of Mr Louis Denis Koenig, the person authorised by the Board of directors of the Company to receive and count the postal votes at the Annual Meeting and should reach the registered office of the Company, Beau Plan Business Park, Pamplémousses 21001, not less than forty-eight (48) hours before the time of holding the meeting.

## NOTES