

Notice of Annual Meeting

Notice is hereby given that the **Annual Meeting of the shareholders of TERRA Mauricia Ltd ('Terra')** will be held at **The Terrace, Head Office, Beau Plan Business Park, Pamplemousses, on TUESDAY 26 SEPTEMBER 2023 at 3.00 p.m.** to transact the following business:

1. To consider the Annual Report for the year ended 31 December 2022.
2. To receive the report of the auditors on the audited financial statements of Terra for the year ended 31 December 2022.
3. To consider and approve the audited financial statements of Terra for the year ended 31 December 2022.
Ordinary Resolution
"Resolved that the audited financial statements of Terra Mauricia Ltd for the year ended 31 December 2022 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 2022.
Ordinary Resolution
"Resolved that the audited financial statements of Terragri for the year ended 31 December 2022 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 Didier Harel as Director of Terragri until the next Annual Meeting of shareholders of Terragri.
Ordinary Resolution
"Resolved that Mr Didier Harel 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 Dominique de Froberville
 - (ii) Mr Pascal Raffray.**Ordinary Resolution**
*"Resolved that the following persons be and are hereby re-elected as Directors of Terragri (as separate resolutions):
(i) Mr Dominique de Froberville
(ii) Mr Pascal Raffray".*
 - 4.4. the election of Mrs Françoise Ip Wan Shek as Director of Terragri.
Ordinary Resolution
"Resolved that Mrs Françoise Ip Wan Shek be and is hereby elected as Director of Terragri".
 - 4.5. the re-appointment of the auditors of Terragri, BDO & Co, under section 200 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 re-appointment of the auditors, BDO & Co, under section 200 of the Companies Act 2001 be and is hereby noted 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 Didier Harel as Director of Terra until the next Annual Meeting of shareholders of Terra.
Ordinary Resolution
"Resolved that Mr Didier Harel 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 Alexis Harel
 - (ii) Mr Pascal Raffray.**Ordinary Resolution**
*"Resolved that the following persons be and are hereby re-elected as Directors of Terra (as separate resolutions):
(i) Mr Alexis Harel
(ii) Mr Pascal Raffray."*

6.3. the election of Mrs Françoise Ip Wan Shek as Director of Terra.

Ordinary Resolution

"Resolved that Mrs Françoise Ip Wan Shek be and is hereby elected as Director of Terra."

6.4. to fix for the period starting from 01 July 2023 and ending on 30 June 2024, the fees of (i) the Directors of Terra at MUR 45,400 per month and MUR 27,250 per Board sitting; and (ii) the Chairperson of Terra at MUR 90,750 per month and MUR 54,450 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 01 July 2023 to 30 June 2024 be and are hereby fixed at MUR 45,400 per month and MUR 27,250 per Board sitting for the Directors of Terra; and MUR 90,750 per month and MUR 54,450 per Board sitting for the Chairperson of Terra."

7. To take note of the re-appointment of the auditors, BDO & Co, under section 200 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 re-appointment of the auditors, BDO & Co, under section 200 of the Companies Act 2001 be and is hereby noted 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 14 June 2023

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, Pamplemousses 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 30 August 2023.
- e. According to the Practice Direction No 2 of 2022 issued by the Registrar of Companies, the annual report and the financial statements which companies have the obligation to send to their shareholders may be in any electronic version or in any electronic format. The Board has consequently elected to provide the annual report and financial statements of Terra in electronic format. You will accordingly have access to your annual report by scanning the QR code below. Should you nevertheless wish to receive, free of charge, a hard copy of the Annual Report 2022, which includes the financial statements, please send a request either by email on secretariat@terra.co.mu, through the website or by phone on 204 08 08 to Terra Services Ltd, Beau Plan Business Park, Pamplemousses.
- f. The audited financial statements of Terragri for the year ended 31 December 2022 are available for inspection during normal business hours at the registered office of Terra, Beau Plan Business Park, Pamplemousses.
- g. A short biographic note on each Director, including those proposed to be elected or re-elected, can be found on pages 80 to 84 of the Annual Report, as well as on Terra's website at www.terra.co.mu.

Please scan the QR code to have access to the Annual Report 2022



terra

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 Tuesday 26 September 2023 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 Tuesday 26 September

2023 and at any adjournment thereof:

	FOR	AGAINST	ABSTAIN
Resolution 3			
Resolved that the audited financial statements of Terra Mauricia Ltd for the year ended 31 December 2022 be and are hereby approved.	_____	_____	_____
Resolution 4.1			
Resolved that the audited financial statements of Terragri Ltd for the year ended 31 December 2022 be and are hereby approved.	_____	_____	_____
Resolution 4.2			
Resolved that Mr Didier Harel be and is hereby re-elected as Director of Terragri to hold office until the next Annual Meeting of Terragri.	_____	_____	_____
Resolution 4.3			
Resolved that the following persons be and are hereby re-elected as Directors of Terragri (as separate resolutions):			
(i) Mr Dominique de Froberville	_____	_____	_____
(ii) Mr Pascal Raffray.	_____	_____	_____
Resolution 4.4			
Resolved that Mrs Françoise Ip Wan Shek be and is hereby elected as Director of Terragri.	_____	_____	_____
Resolution 4.5			
Resolved that the re-appointment of the auditors, BDO & Co, under section 200 of the Companies Act 2001 be and is hereby noted and that the Board of Terragri be and is hereby authorised to fix their remuneration.	_____	_____	_____
Resolution 5			
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.	_____	_____	_____

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

FOR

AGAINST

ABSTAIN

Resolution 6.1

Resolved that Mr Didier Harel be and is hereby re-elected as Director of Terra to hold office until the next Annual Meeting of Terra.

Resolution 6.2

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

(i) Mr Alexis Harel

(ii) Mr Pascal Raffray.

Resolution 6.3

Resolved that Mrs Françoise Ip Wan Shek be and is hereby elected as Director of Terra.

Resolution 6.4

Resolved that the fees for the period from 01 July 2023 to 30 June 2024 be and are hereby fixed at MUR 45,400 per month and MUR 27,250 per Board sitting for the directors of Terra; and MUR 90,750 per month and MUR 54,450 per Board sitting for the Chairperson of Terra.

Resolution 7

Resolved that the re-appointment of the auditors, BDO & Co, under section 200 of the Companies Act 2001 be and is hereby noted and that the Board of Terra be and is hereby authorised to fix their remuneration.

Signed this _____ day of _____ 2023.

Signature(s)

Notes:

- a. If this form is signed and returned without any indication as to how the proxy shall vote, he/she will exercise his/her discretion both as to how he/she votes and whether or not he/she abstains from voting.
- b. 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 or against a resolution.
- c. To be effective, this form of proxy should reach the registered office of the Company, Beau Plan Business Park, Pamplemousses 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.
- d. 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, Pamplemousses 21001, not less than forty-eight (48) hours before the time of holding the meeting.