

# Notice of Special Meeting

**Cavell Touristic  
Investments Ltd**

Notice is hereby given that the Special Meeting of the Shareholders of **Cavell Touristic Investments Ltd** ('the Company') will be held at The Terrace, Terra's Head Office, Beau Plan Business Park, Pamplemousses, Mauritius on **Tuesday 30<sup>th</sup> September 2025** at **14:00 hours**.

## **Agenda:**

### A. FIRST RESOLUTION BY WAY OF SPECIAL RESOLUTION

THAT the Amalgamation Proposal to shareholders dated 11<sup>th</sup> August 2025 be and is hereby approved and that Cavell Touristic Investments Ltd be amalgamated with Terra Hospitality and Leisure Ltd and continue as one company which shall be Terra Hospitality and Leisure Ltd.

### B. SECOND RESOLUTION BY WAY OF ORDINARY RESOLUTION

THAT subject to the adoption of the above First Resolution, the Board of Directors be hereby empowered to do all acts and things ancillary or consequential to give effect to the foregoing resolution.

By order of the Board of Directors

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**Sophie Gellé, ACG(CS)**  
**Box Office Ltd**  
**Company Secretary**

Dated this 11<sup>th</sup> August 2025

P.T.O.

Note:

- i. A shareholder of the Company, entitled to attend and vote at this meeting, or any adjournment or adjournments thereof, if required and who is unable to attend the meeting in person, may appoint a proxy to attend and vote in his/her stead. If no specific instructions as to voting is given, the proxy will exercise his/her discretion as to how he/she votes.
- ii. If the proxy form is returned, duly signed, without any indication of proxy, the shareholder will be deemed to have authorized the Company Secretary to designate any person, including the Chairman of the Special Meeting as proxy.
- iii. The authority of a person signing a proxy form in a representative capacity must be attached to the proxy form unless that authority has already been recorded by the Company.
- iv. The submission of the completed proxy form does not prevent any member or their duly authorized representative from attending the meeting, speaking, and voting in person instead of using a proxy.
- v. If two or more proxies attend the meeting, then that person attending the meeting whose name appears first on the proxy form and whose name is not deleted, shall be regarded as the validly appointed proxy.
- vi. A proxy needs not be a member of the Company.
- vii. A proxy form is included in the document.
- viii. To be effective,

- For individuals: the instrument of proxy and the power of attorney or other authority, if any, under which it is signed and a notarial certified copy of that power of attorney or authority;
- For corporations: the instrument appointing a proxy and an extract of resolution of its directors or other governing body

must be deposited at the Secretary of the Company at C/o Box Office Ltd, 2<sup>nd</sup> Floor Palm Square, 90906 La Mivoie, Tamarin, Mauritius not less than 24 hours before the time scheduled for the meeting, i.e. by **Monday 29<sup>th</sup> September 2025 at 14:00 hours.**

For the purpose of this Special Meeting, the Directors have resolved that, in compliance with Section 120 of the Companies Act 2001, the shareholders entitled to receive notice and vote at the Special Meeting shall be those registered on the share registry of the Company on **02<sup>nd</sup> September 2025.**

# Proxy Form

**Cavell Touristic  
Investments Ltd**

I/We, \_\_\_\_\_ of \_\_\_\_\_  
being shareholders of the above-named Company, do hereby appoint \_\_\_\_\_  
of \_\_\_\_\_ failing him/her \_\_\_\_\_  
or \_\_\_\_\_ or the Chairperson of the meeting as my/our proxy  
to vote for me/us at the meeting of the Company to be held on **Tuesday 30<sup>th</sup> September 2025** at **14:00 hours** and at  
any adjournment thereof.

I/We direct my/our vote in the following manner:

## AS ORDINARY BUSINESS

We direct my/our proxy to vote in the following manner (please vote with a tick):

	FOR	AGAINST	ABSTAIN
A. FIRST RESOLUTION BY WAY OF SPECIAL RESOLUTION			
TO RESOLVE THAT the Amalgamation Proposal to shareholders dated 11 <sup>th</sup> August 2025 be and is hereby approved and that Cavell Touristic Investments Ltd be amalgamated with Terra Hospitality and Leisure Ltd and continue as one company which shall be Terra Hospitality and Leisure Ltd.			
B. SECOND RESOLUTION BY WAY OF ORDINARY RESOLUTION			
TO RESOLVE THAT subject to the adoption of the above First Resolution, the Board of Directors be hereby empowered to do all acts and things ancillary or consequential to give effect to the foregoing resolution.			

Signed this \_\_\_\_\_ 2025

Signature \_\_\_\_\_

Notes:

- A member of the Company, entitled to attend and vote at the Annual Meeting, may appoint a proxy (whether a member or not) to attend and vote in his/her stead.
- Please mark in the appropriate box how you wish to vote. If no specific direction as to voting is given, the proxy will exercise his/her discretion as to how he/she votes.

Proxy forms must reach the Secretary of the Company at **C/o Box Office Ltd, 2<sup>nd</sup> Floor Palm Square, 90906 La Mivoie, Tamarin, Mauritius** by not less than 24 hours before the time scheduled for the meeting, i.e. by **Monday 29<sup>th</sup> September 2025** at **14:00 hours**.