

# 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 **Tuesday 10 November 2020 at 2.00 p.m.** to transact the following business:

1. To consider the Annual Report for the year ended 31 December 2019.
2. To receive the report of the auditors on the audited financial statements of Terra for the year ended 31 December 2019.
3. To consider and approve the audited financial statements of Terra for the year ended 31 December 2019.

### Ordinary Resolution

*"Resolved that the audited financial statements of Terra Mauricia Ltd for the year ended 31 December 2019 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 2019.

### Ordinary Resolution

*"Resolved that the audited financial statements of Terragri for the year ended 31 December 2019 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 Alexis Harel
- (ii) Mr Alain Rey
- (iii) Mr Nikhil Treebhoohun.

### Ordinary Resolution

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

- (i) Mr Alexis Harel
- (ii) Mr Alain Rey
- (iii) Mr Nikhil Treebhoohun."

- 4.4 the appointment of BDO & Co 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 BDO & Co 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 4.4 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 4.4 above at the Annual Meeting of Terragri."*

## NOTICE OF ANNUAL MEETING (CONT'D)

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 Alexis Harel
- (ii) Mr Alain Rey
- (iii) Mr Nikhil Treebhoohun.

### 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 Alain Rey
- (iii) Mr Nikhil Treebhoohun."

- 6.3 to fix for the period starting from 1st July 2020 and ending on 30 June 2021, 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 1st July 2020 to 30 June 2021 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 BDO & Co 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 BDO & Co 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 12<sup>th</sup> October 2020

P.T.O

# NOTICE

## *of Annual Meeting (cont'd)*

### Notes:

- a. The Annual Report for the year ended 31 December 2019 is available on Terra's website [www.terra.co.mu](http://www.terra.co.mu), under the 'Investors' section, in conformity with Practice Direction No 5, issued by the Registrar of Companies on 26 May 2020. A copy of the Annual Report can be requested by shareholders to the Company Secretary, Terra Services Ltd, Beau Plan Business Park, Pamplemousses 21001, and same will be sent by email or any other electronic means acceptable to the shareholder within two (2) working days of the request. Shareholders have also the right to receive, upon request, a hard copy of the Annual Report, which will be sent within two (2) working days of the request.
- b. 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.
- c. 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.
- d. 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.
- e. 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 13 October 2020.
- f. The audited financial statements of Terragri for the year ended 31 December 2019 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 68 and 69 of the Annual Report.