

TERRA MAURICIA LTD

('THE COMPANY')

Proxy/Casting postal vote form

	For	Against	Abstain
Resolution 6.1 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.	_____	_____	_____
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 Alain Rey (iii) Mr Nikhil Treebhohun	_____ _____ _____	_____ _____ _____	_____ _____ _____
Resolution 6.3 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.	_____	_____	_____
Resolution 7 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.	_____	_____	_____

Signed this day of 2020

Signature(s)

Notes:

- a. 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.
- 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 and 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.

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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 10 November 2020** and at any adjournment thereof. The proxy will vote on the under-mentioned resolutions, as indicated below:

Resolution 3

Resolved that the audited financial statements of Terra Mauricia Ltd for the year ended 31 December 2019 be and are hereby approved.

Resolution 4.1

Resolved that the audited financial statements of Terragri Ltd for the year ended 31 December 2019 be and are hereby approved.

Resolution 4.2

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.

Resolution 4.3

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

Resolution 4.4

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.

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 4.4 above at the Annual Meeting of Terragri.

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 10 November 2020** and at any adjournment thereof:

For	Against	Abstain
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

P.T.O