

Notice of Annual Meeting of Shareholders

Notice is hereby given that the Annual Meeting of Shareholders of Velogic Holding Company Limited (the 'Company') will be held in the "Educator" boardroom, 4th floor, Voilà Hotel, Bagatelle Mall, Reduit, on Wednesday 16 November 2022 at 09h30 to transact the following business:

1. To consider the 2022 Annual Report of the Company.
2. To receive the report of Messrs Ernst and Young, the auditor of the Company.
3. To consider and approve the audited financial statements of the Company for the year ended 30 June 2022.

Ordinary Resolution I

"Resolved that the audited financial statements of the Company for the year ended 30 June 2022 be hereby approved."

1. To appoint Mr. Gianduth Jeeawock¹ who has been nominated by the Board, as Director of the Company.

Ordinary Resolution II

"Resolved that Mr. Gianduth Jeeawock be hereby appointed as Director of the Company."

2. To appoint Mrs. Belinda Wong-Vacher² who has been nominated by the Board, as Director of the Company.

Ordinary Resolution III

"Resolved that Mrs. Belinda Wong-Vacher be hereby appointed as Director of the Company."

3. To appoint Mr. Damien Mamet³ who has been nominated by the Board, as Director of the Company.

Ordinary Resolution IV

"Resolved that Mr. Damien Mamet be hereby appointed as Director of the Company."

4. To re-elect the following persons⁴ as directors of the Company by way of separate ordinary resolutions: Messrs. Gilbert Espitalier-Noël, Philippe Espitalier-Noël, Nayendranath Nunkoo, Naveen Sangeelee, Mehul Bhatt, Radhakrishna Chellapermal and Vincent Barbier.

Ordinary Resolutions V to XI

"Resolved that Mr./Mrs [*] be hereby re-elected as Director of the Company."

V. Gilbert Espitalier-Noël

VI. Philippe Espitalier-Noël

VII. Nayendranath Nunkoo

VIII. Naveen Sangeelee

IX. Mehul Bhatt

X. Radhakrishna Chellapermal

XI. Vincent Barbier

5. To appoint Messrs. Ernst and Young as auditor of the Company to hold office until the next Annual Meeting of Shareholders and that the Board of directors of the Company be hereby authorised to fix the auditor's remuneration for the financial year 2022/2023.

Ordinary Resolution XII

"Resolved that Messrs. Ernst and Young be appointed as auditor of the Company to hold office until the next Annual Meeting of Shareholders and that the board of directors of the Company be hereby authorised to fix the auditor's remuneration for the financial year 2022/2023."

6. Shareholders' question time.

By order of the Board

Sharon Ah Lin

Company Secretary

28 September 2022



- Note 1.** Your vote counts. A shareholder of the Company entitled to attend and vote at this meeting may appoint a proxy by way of the proxy form (in the case of an individual shareholder) or a representative by way of a corporate resolution (in the case of a shareholder company), whether a shareholder of the Company or not, to attend and vote on his/her/its behalf.
- Note 2.** A proxy form and corporate resolution are enclosed in the 2022 Annual Report.
- Note 3.** The proxy form appointing a proxy or the corporate resolution appointing a representative should reach the Company Secretary, Velogic Holding Company Limited, 5th floor, Rogers House, No. 5, President John Kennedy Street, Port Louis by Tuesday 15 November 2022 at 09h30.
- Note 4.** On 13 April 2022 upon the recommendation of the Nomination Committee, the Board of the Company nominated Mr. Gianduth Jeeawock and Mrs. Belinda Wong-Vacher as Directors of the Company. Similarly on 22 August 2022 upon the recommendation of the said committee, the Board of the Company nominated Mr. Damien Mamet as Director of the Company. The Board is recommending their appointments as it is satisfied that they will contribute to the success of the Company given their skills and experience. The short profiles of Mr. Gianduth Jeeawock, Mrs. Belinda Wong-Vacher and Mr. Damien Mamet are set out as follows:

Mr. Gianduth Jeeawock (38 years old)

- Senior Manager, Capital Markets at SWAN
- MBA (jointly by Paris Dauphine and Sorbonne Business School)
- Chartered Financial Analyst
- BSC (Hons) Finance, University of Mauritius

Mrs. Belinda Wong-Vacher (37 years old)

- Chief Fund Management Executive, Rogers and Company Limited
- Fund Manager and Executive Director of Ascencia Limited
- LL.M. International Business Law, Université Paris II, Panthéon-Assas
- MBA, University of Mauritius
- BSc (Hons) Finance, University of Mauritius

Mr. Damien Mamet (45 years old)

- Chief Finance Executive, Rogers and Company Limited
- Member of the Institute of Chartered Accountants in England and Wales
- Executive Director and Member of Sustainability and Inclusiveness Committee of Rogers and Company Limited
- Executive programmes at London Business School

- Note 5.** The directors of the Company have resolved that, for the purposes of this Annual Meeting of Shareholders and in compliance with Section 120(3) of the Companies Act 2001, only those shareholders whose names are registered in the share register of the Company as at Monday 17 October 2022 would be entitled to receive this Notice and would accordingly be allowed to attend and vote at this meeting.
- Note 6.** The written resolution of the shareholders in lieu of holding an annual meeting dated 13 December 2021 is available free of charge on request. Kindly contact the Company Secretary at the email address legal@rogers.mu.
- Note 7.** Resolutions I to XII are proposed as ordinary resolutions, entailing that for each of the resolutions to be passed, the majority of the votes cast at the meeting must be in favour of the resolution.
- Note 8:** Items 1 to 5 of the agenda are required to be considered and/or approved (where applicable) pursuant to section 115(4) of the Companies Act 2001.

¹ The profile and category of Mr. Gianduth Jeeawock proposed for appointment is set out at Note 4 of this Notice.

² The profile and category of Mrs. Belinda Wong-Vacher proposed for appointment is set out at Note 4 of this Notice.

³ The profile and category of Mr. Damien Mamet proposed for appointment is set out at Note 4 of this Notice.

⁴ The profiles and categories of directors proposed for re-election are set out at pages 74-78 of the 2022 Annual Report of the Company.



- Note 9:** Appointment and remuneration of auditor: At every annual meeting of shareholders (“AMS”), the Company is required to appoint an auditor to serve from the end of the AMS until the next AMS. Messrs. Ernst and Young have indicated that they are willing to continue as the Company’s auditor for the financial year 2022/2023. The Risk Management and Audit Committee of the Company has reviewed the auditor’s effectiveness and recommends that they hold office until the next AMS and that the board of directors of the Company be hereby authorised to fix the auditor’s remuneration for the financial year 2022/2023.
- Note 10:** In accordance with The National Code of Corporate Governance for Mauritius (2016), all directors of the Company are submitting themselves for re-election. Biographical details and relevant skills of all directors are set out on pages 74–78 of the 2022 Annual Report and are also available on <https://www.velogic.net/board-of-directors/>. The Board is satisfied that each of the directors standing for re-election continues to perform effectively and demonstrates commitment to his or her role in the long-term success of the Company.
- Note 11.** In accordance with The National Code of Corporate Governance for Mauritius (2016), the proxy report and voting results for this meeting will be published on the website of the Company on 16 November 2022 or as soon as reasonably practicable thereafter.
- Note 12.** In the event that this meeting cannot be held on 16 November 2022 due to a cyclone warning Class III or IV being in force in Mauritius or an extreme weather event*, the meeting shall be held on the business day immediately following the day when the cyclone or the extreme weather condition warning has been removed, at the same time and place.
- Note 13.** Should there be a full or partial lockdown on or about the date of the Annual Meeting of Shareholders of the Company (“AMS”), or any other restriction as may be imposed by the authorities, no physical AMS will be held. The AMS will then be conducted via an online platform. Shareholders are invited to write to MCB Registry & Securities Ltd on email address contact.rs@mcbcm.mu to obtain the online details to join the meeting via the online platform. Any shareholder who did not receive access details 24 hours before the start of the meeting, should call MCB Registry & Securities Ltd on 202-5640 or send an email to contact.rs@mcbcm.mu.

* An ‘extreme weather event’ means torrential rain, flood, flash flood, high waves, storm surge and includes any other weather condition likely to endanger life or property in the vicinity of the venue of such meeting.