

Notice of Annual Meeting of Shareholders

Notice is hereby given that the Annual Meeting of Shareholders of Rogers and Company Limited (the “Company”) will be held in the ‘Harbour View’ Boardroom, 3rd Floor, Rogers House, No. 5, President John Kennedy Street, Port Louis on Friday 28 October 2016 at 10h00 to transact the following business:

1. To consider the Annual Report 2016 of the Company.
2. To receive the report of Messrs BDO & Co., the auditor of the Company.
3. To consider and approve the audited financial statements of the Company for the financial year ended 30 June 2016.

Ordinary Resolution I

“Resolved that the audited financial statements of the Company for the financial year ended 30 June 2016 be hereby approved.”

4. To re-elect as directors of the Company and by way of separate resolutions, the following persons: Dr Guy Adam; Mr Ziyad Bundhun; Mrs Aruna Radhakeesoon Collendavelloo; Messrs Patrick de Labauve d’Arifat; Eric Espitalier-Noël; Gilbert Espitalier-Noël; Hector Espitalier-Noël; Philippe Espitalier-Noël; Philippe Forget; Vivian Masson; Jean-Pierre Montocchio; and Alain Rey.

Ordinary Resolutions II to XIII

“Resolved that Mr/Mrs [*] be hereby re-elected as director of the Company.”

- II. Dr Guy Adam;
- III. Ziyad Bundhun;
- IV. Aruna Radhakeesoon Collendavelloo;
- V. Patrick de Labauve d’Arifat;
- VI. Eric Espitalier-Noël;
- VII. Gilbert Espitalier-Noël;
- VIII. Hector Espitalier-Noël;
- IX. Philippe Espitalier-Noël;
- X. Philippe Forget;
- XI. Vivian Masson;
- XII. Jean-Pierre Montocchio; and
- XIII. Alain Rey.

N.B.: The profiles of the directors proposed for re-election are set out on pages 16 to 21 of the Annual Report 2016.

5. To re-appoint Messrs BDO & Co. as auditor of the Company to hold office until the next Annual Meeting of Shareholders and to authorise the Board to fix its remuneration for the financial year 2016/2017.

Ordinary Resolution XIV

“Resolved that Messrs BDO & Co. 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 2016/2017.”

6. Shareholders’ question time.

By order of the Board

Kareen Ng

Company Secretary

8 September 2016

Note 1: A shareholder of the Company entitled to attend and vote at this meeting may appoint a proxy (in the case of an individual shareholder) or a representative (in the case of a shareholder company and by way of a corporate resolution), whether a shareholder of the Company or not, to attend and vote on his/its behalf.

Note 2: The instrument appointing the proxy or the corporate resolution appointing the representative should reach the Company Secretary, Rogers and Company Limited, 5th Floor, Rogers House, No. 5, President John Kennedy Street, Port Louis, by Thursday 27 October 2016 at 10h00.

Note 3: The directors of the Company have resolved that, for the purposes of the 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 30 September 2016 would be entitled to receive this Notice and would accordingly be allowed to attend and vote at such meeting.

Note 4: The minutes of proceedings of the Annual Meeting of Shareholders held on 23 October 2015 are available free of charge on request. Kindly contact the Company Secretary.

Proxy Form

I/We

of

being a shareholder/shareholders of Rogers and Company Limited (the "Company") hereby appoint

Mr/Mrs/Ms.....

of

or failing him/her the Chairman of the Company as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual Meeting of Shareholders of the Company to be held in the 'Harbour View' Boardroom, 3rd Floor, Rogers House, No. 5, President John Kennedy Street, Port Louis on Friday 28 October 2016 at 10h00 and at any adjournment thereof.

I/We desire my/our vote(s) to be cast on the resolutions set out below as follows:

	RESOLUTIONS	For	Against	Abstain
I.	Resolved that the audited financial statements of the Company for the financial year ended 30 June 2016 be hereby approved.			
II.	Resolved that Dr Guy Adam be hereby re-elected as director of the Company.			
III.	Resolved that Mr Ziyad Bundhun be hereby re-elected as director of the Company.			
IV.	Resolved that Mrs Aruna Radhakeesoon Collendavelloo be hereby re-elected as director of the Company.			
V.	Resolved that Mr Patrick de Labauve d'Arifat be hereby re-elected as director of the Company.			
VI.	Resolved that Mr Eric Espitalier-Noël be hereby re-elected as director of the Company.			
VII.	Resolved that Mr Gilbert Espitalier-Noël be hereby re-elected as director of the Company.			
VIII.	Resolved that Mr Hector Espitalier-Noël be hereby re-elected as director of the Company.			
IX.	Resolved that Mr Philippe Espitalier-Noël be hereby re-elected as director of the Company.			
X.	Resolved that Mr Philippe Forget be hereby re-elected as director of the Company.			
XI.	Resolved that Mr Vivian Masson be hereby re-elected as director of the Company.			

	RESOLUTIONS	For	Against	Abstain
XII	Resolved that Mr Jean-Pierre Montocchio be hereby re-elected as director of the Company.			
XIII	Resolved that Mr Alain Rey be hereby re-elected as director of the Company.			
XIV	Resolved that Messrs BDO & Co. 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 2016/2017.			

Signed thisday of

Signature(s).....

Note 1. An individual shareholder of the Company entitled to attend and vote at this meeting may appoint a proxy (whether a shareholder or not) to attend and vote on his/her behalf.

Note 2. If the instrument appointing the proxy is returned without an indication as to how the proxy shall vote on any particular resolution, the proxy will exercise his/her discretion as to whether, and if so, how he/she votes.

Note 3. The instrument appointing the proxy should reach the Company Secretary, Rogers and Company Limited, 5th Floor, Rogers House, No. 5, President John Kennedy Street, Port Louis by Thursday 27 October 2016 at 10h00.

Note 4. The minutes of proceedings of the Annual Meeting of Shareholders held on 23 October 2015 are available free of charge on request. Kindly contact the Company Secretary.

Corporate Resolution

NAME OF SHAREHOLDER COMPANY:

WRITTEN RESOLUTION IN LIEU OF HOLDING A BOARD MEETING [IN ACCORDANCE WITH ARTICLE OF THE CONSTITUTION OF THE COMPANY/AS PER SECTION 7 OF THE EIGHTH SCHEDULE OF THE COMPANIES ACT 2001] – DATED THIS

We, the undersigned, being directors of
[Name of the shareholder company], who at the date of this written resolution are entitled to attend and vote at a Board meeting of the Company, hereby certify that the following written resolution for entry in the Minutes Book of the Company, has been delivered to and approved by us.

Resolved that Mr/Mrs/Ms
failing him/her, the Chairman of the Annual Meeting of Shareholders of ROGERS AND COMPANY LIMITED (the "Company") to be held on Friday 28 October 2016 at 10h00 in the 'Harbour View' Boardroom, 3rd Floor, Rogers House, No. 5, President John Kennedy Street, Port Louis and any adjournment thereof, be authorised to act as the representative of the shareholder company and to vote on its behalf at the said Annual Meeting of Shareholders and at any adjournment thereof and that its vote on the resolutions set out below be cast as follows:

	RESOLUTIONS	For	Against	Abstain
I.	Resolved that the audited financial statements of the Company for the financial year ended 30 June 2016 be hereby approved.			
II.	Resolved that Dr Guy Adam be hereby re-elected as director of the Company.			
III.	Resolved that Mr Ziyad Bundhun be hereby re-elected as director of the Company.			
IV	Resolved that Mrs Aruna Radhakeesoon Collendavelloo be hereby re-elected as director of the Company.			
V.	Resolved that Mr Patrick de Labauve d'Arifat be hereby re-elected as director of the Company.			
VI.	Resolved that Mr Eric Espitalier-Noël be hereby re-elected as director of the Company.			
VII.	Resolved that Mr Gilbert Espitalier-Noël be hereby re-elected as director of the Company.			
VIII.	Resolved that Mr Hector Espitalier-Noël be hereby re-elected as director of the Company.			
IX.	Resolved that Mr Philippe Espitalier-Noël be hereby re-elected as director of the Company.			
X.	Resolved that Mr Philippe Forget be hereby re-elected as director of the Company.			

	RESOLUTIONS	For	Against	Abstain
XI.	Resolved that Mr Vivian Masson be hereby re-elected as director of the Company.			
XII.	Resolved that Mr Jean-Pierre Montocchio be hereby re-elected as director of the Company.			
XIII.	Resolved that Mr Alain Rey be hereby re-elected as director of the Company.			
XIV.	Resolved that Messrs BDO & Co. 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 2016/2017.			

Director

Director

Director

Director

Director

Note 1. A shareholder company may appoint a representative (whether a shareholder of the company or not) to attend and vote on its behalf.

Note 2. If the corporate resolution appointing the representative is returned without an indication as to how the representative shall vote on any particular resolution, the representative will exercise his/her discretion as to whether, and if so, how he/she votes.

Note 3. The corporate resolution appointing the representative should reach the Company Secretary, Rogers and Company Limited, 5th Floor, Rogers House, No. 5, President John Kennedy Street, Port Louis by Thursday 27 October 2016 at 10h00.

Note 4. The minutes of proceedings of the Annual Meeting of Shareholders held on 23 October 2015 are available free of charge on request. Kindly contact the Company Secretary.