

ROGERS

ENL Group Restructuring

Special Meeting of Shareholders of Rogers and Company Limited
29 May 2025



AGENDA

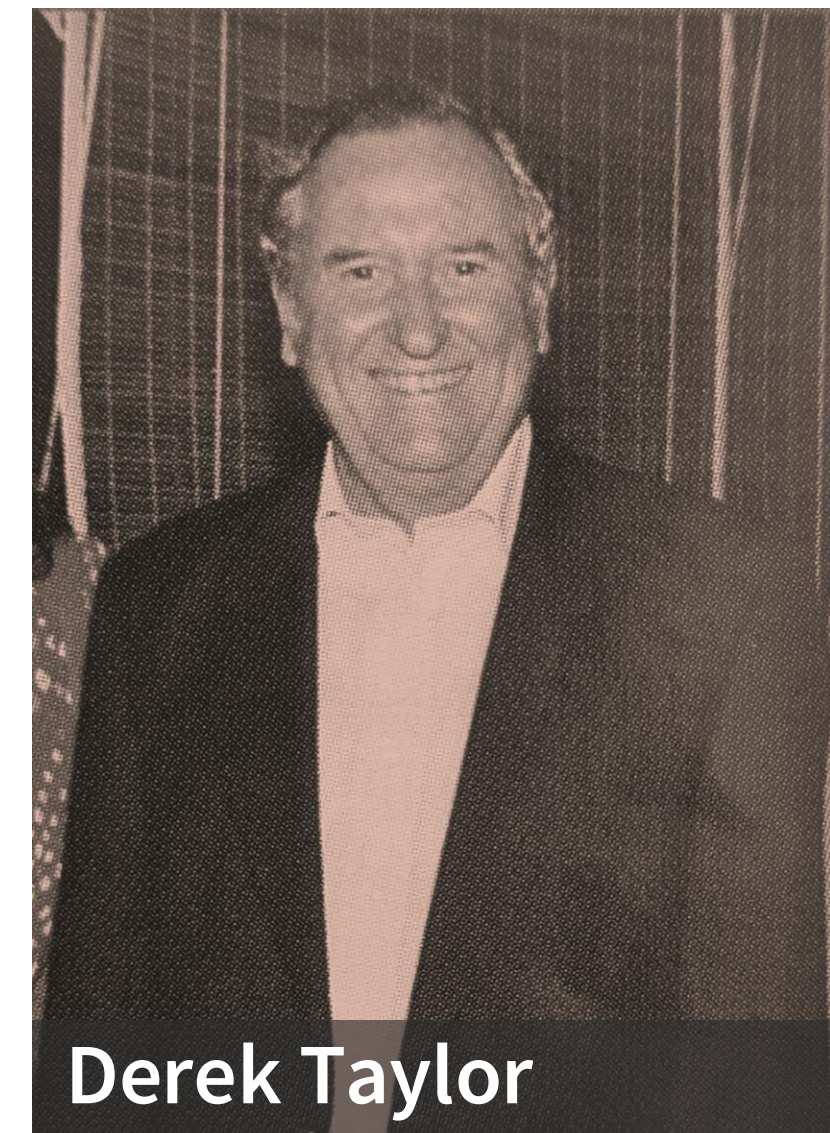
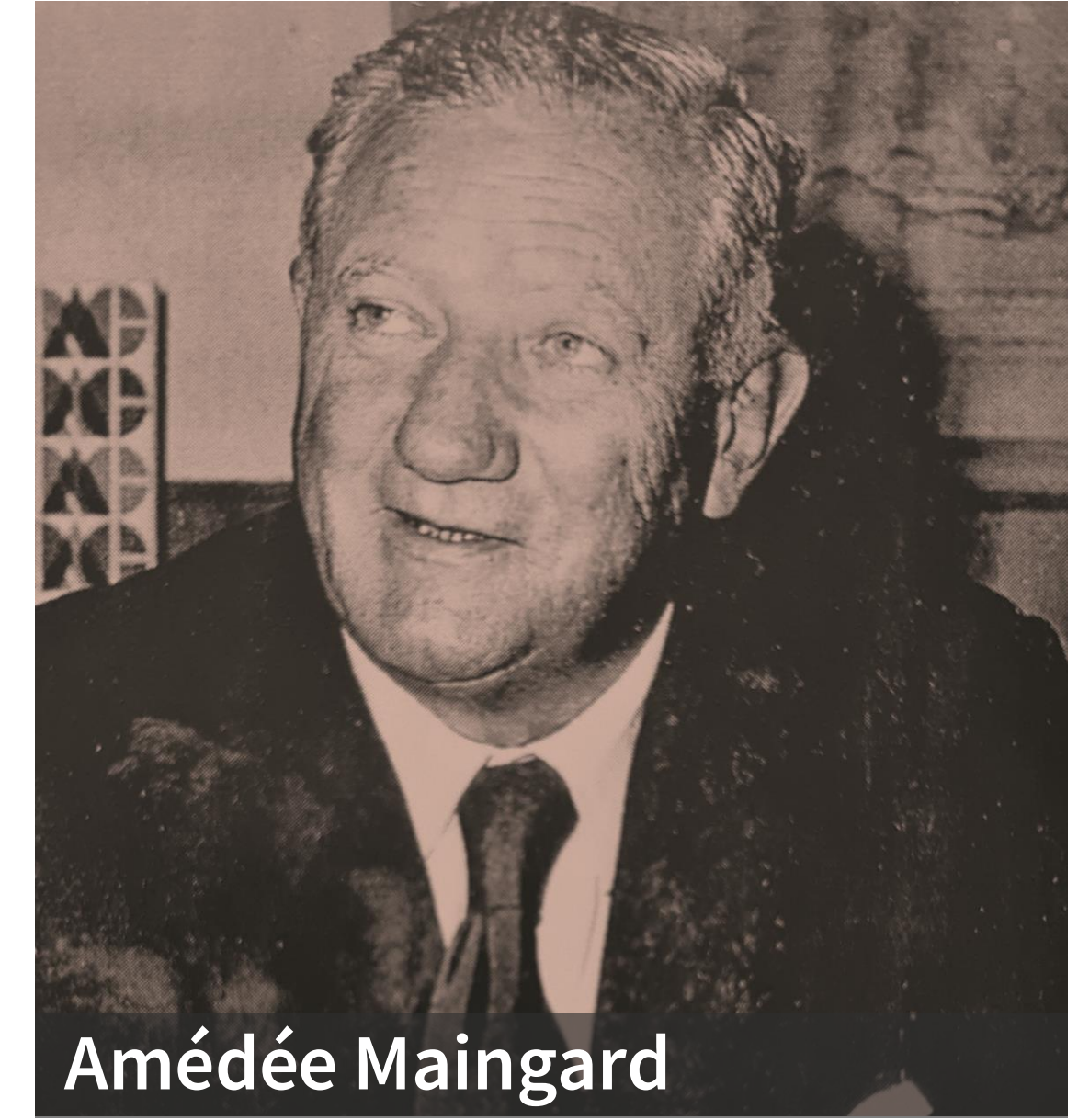
1. **Restructuring process and objectives**
2. **Value proposition**
3. **ENL post-Scheme**
4. **NewENLRogers**
5. **Next steps**
6. **Special resolutions**

The restructuring process

- Legal advisor: ENSafrica (Mauritius)
- Transaction advisor: Ernst & Young
- Independent valuer: PwC
- Valuation committees set up for both ENL and Rogers to:
 - Validate valuation methodology (Marketable non-controlling basis)
 - Review PwC valuation report
 - **PwC provided the share exchange ratio**



Rogers was created by Walter Rogers in 1899



ENL onboarded the Rogers plane in 1971

Minutes of meeting of 24 November 1971

des sommes assez importantes.
En investissant dans Rogers & Co. le Président pense que c'est le meilleur moyen de mettre en pratique la politique de diversification que poursuit le groupe ou les lignes très diversifiées de Rogers & Co. qui ont un grand avenir. Il y a aussi à considérer l'investissement de cette firme qui est très bien

Amund
24.11.71
PRESIDENT



Co-steering the Rogers bus

- Consolidation of ENL shareholding in 2000 and 2012
- Leaders within well-established fields
- Significant assets base and investments
- Solid capabilities with strong growth potential
- Strategic alignment of ENL and Rogers
- Convergence towards a common culture



This restructuring unlocks value for shareholders

- Simplified group structure
- Intra-group synergies
- Fast and efficient decision-making
- Bold ambitions, including regional expansion
- Anticipated increase in dividend payout
- Improved liquidity outlook

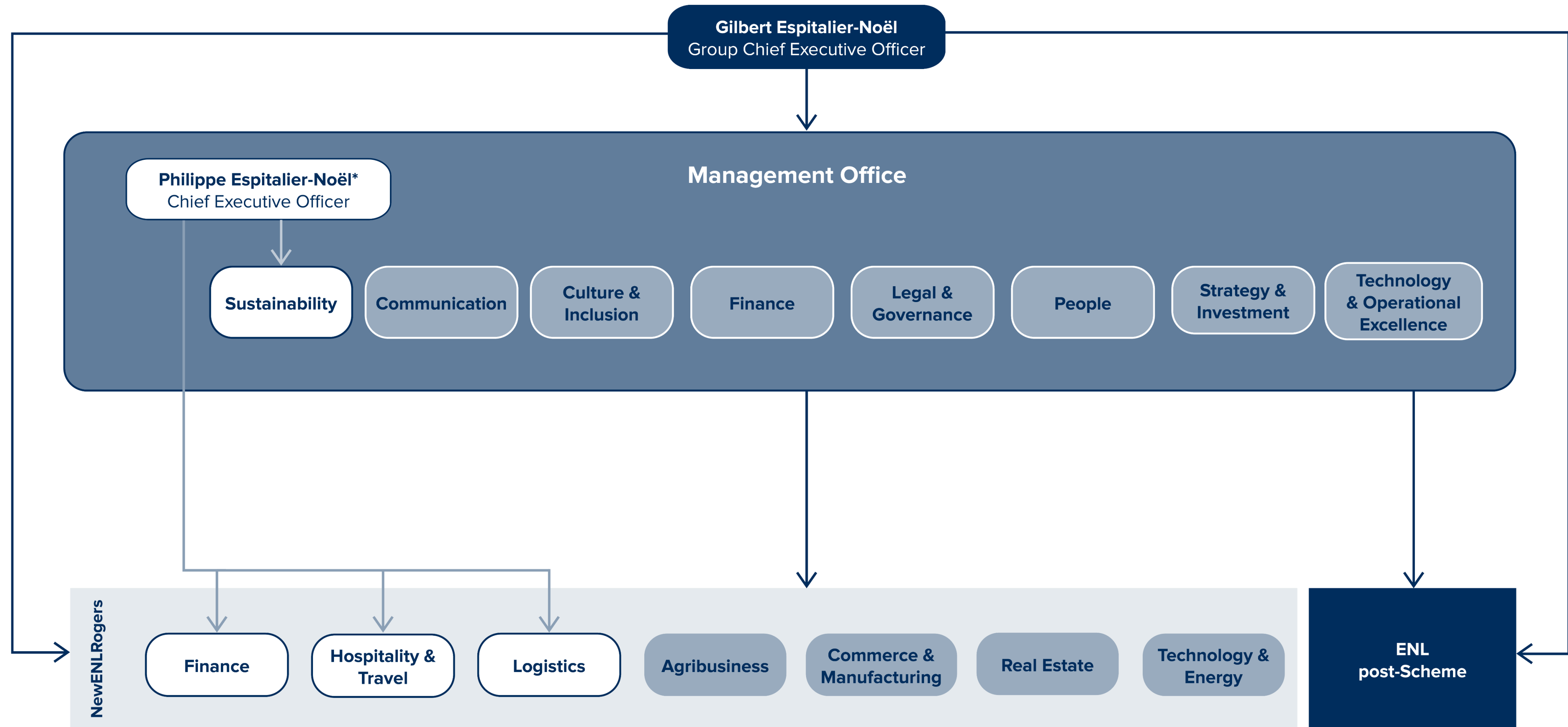


Rebranding exercise

Both companies will be renamed and rebranded to build on the strong legacy and brand value of the former ENL and Rogers groups.



Unified management team



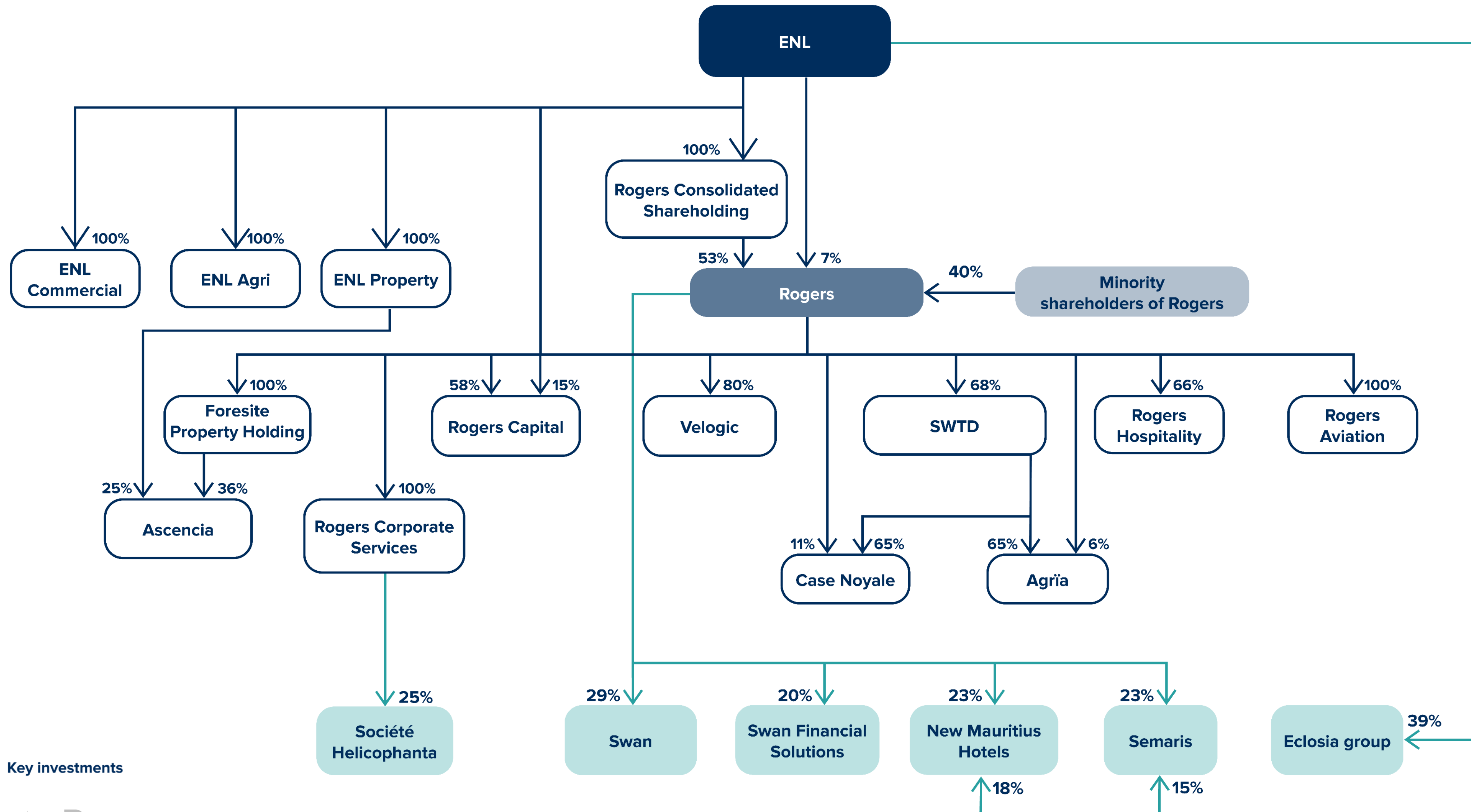
*Including operations of Agria and Case Noyale



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60% ENL shareholding with a complex and costly structure



Key investments

Two SEM listed vehicles

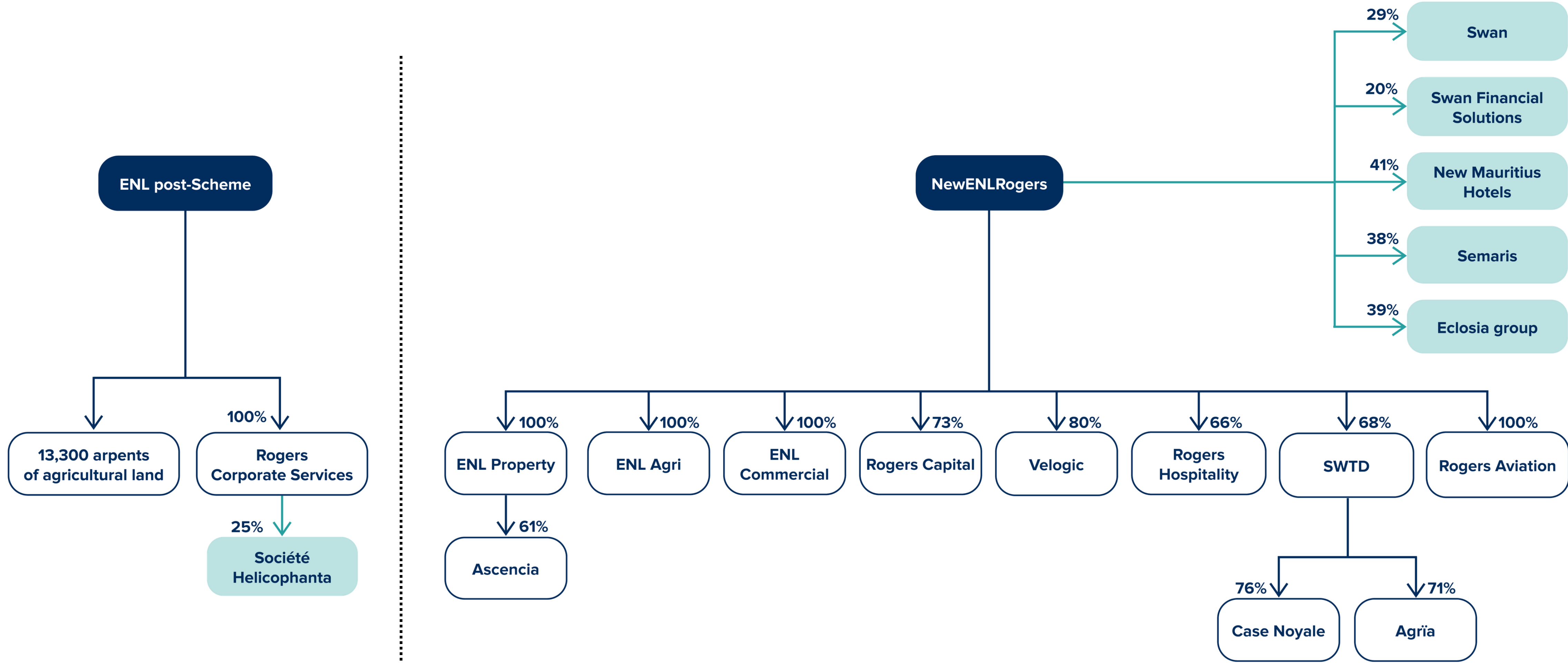
with distinct asset classes, risk-return profiles, and market dynamics

1 ENL post-Scheme
13,300 arpents of agricultural land and a 25% stake in Société Helicophanta

2 NewENLRogers
All other operations and related investments under ENL and Rogers



Consolidated structures



— Key investments

Share exchange ratios determined by PwC

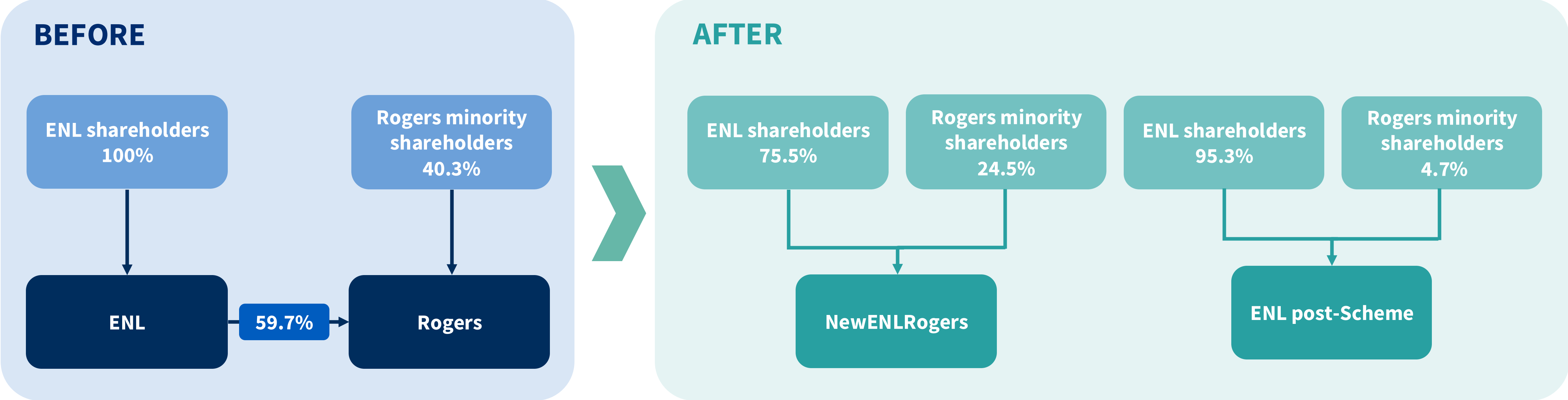
ENL shareholder

- 1 share of ENL = 1 share of NewENLRogers and 1.078884 shares of ENL post-Scheme

Rogers “non ENL” shareholder

- 1 share of Rogers = 1.176979 share of NewENLRogers and 0.192532 share of ENL post-Scheme

Resulting in this new shareholding structure



Proforma key figures for the new entities (at 31 Dec 2024)

	NewENLRogers		ENL post-Scheme	
	Total Rs	Rs per share	Total Rs	Rs per share
Assets	41.30 bn		19.11 bn	
Liabilities	12.25bn		2.40 bn	
Net Asset Value	29.07bn	59.66	16.71 bn	40.17
PwC valuation (non-controlling marketable basis)	23.97 bn	49.23	9.78 bn	23.51
Introductory / Reference price	20.21 bn	41.50		0.01*
Implied discount to NAV on first trading day		30%		N/a
Number of shares	486,898,571		415,962,644	

* As per SEM procedures, reference price of ENL post-Scheme to be adjusted to Rs 0.01. Subsequent transactions set by market forces

Growing dividend payout

ENL and Rogers shareholders to receive higher and steadily increasing dividend on basis of :

- Synergies and reduced costs from simplified structure
- Significant combined stakes in companies with growing profitability
- Diversified sources of cash flows
- Higher dividend payouts from all segments



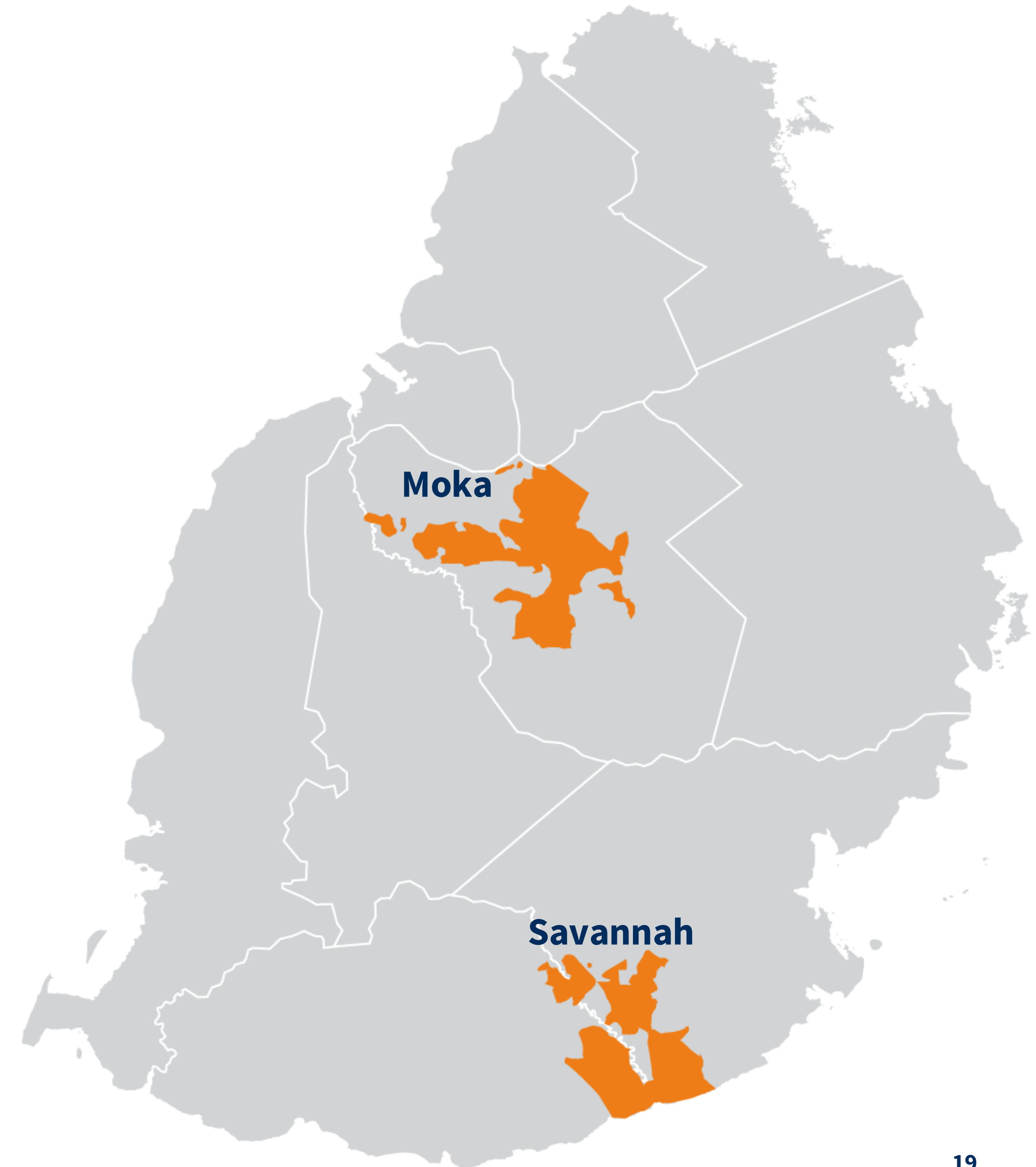
ENL post-Scheme

ENL post-Scheme will be a long-term play

01.

13,300 arpents of agricultural land

- Strategically located land bank with significant long-term capital appreciation
- Recurring revenue from land rentals for agricultural (mostly ENL Agri) and other uses



02.

Record current cash flow from Société Helicophanta

- Sensitive activities with high volatility and risks
- 25% shareholding worth Rs 3.1bn (X20 from Rs 151m in 2016)
- Rs 2bn debt in ENL post-Scheme leaving a net value of Rs 1.1bn
- Dividend of Rs 250m (FY24)
- World-class biotech company – US based research facility with medium-term upside potential
- Proposition offers a higher percentage of NewENLRogers to Rogers shareholders



New ENL Rogers

NewENLRogers

01.

Grow scalable and high-value businesses in leadership positions

- Focus on high growth areas
- Drive sizeable and scalable businesses in leadership positions
- No sensitive activities or investments
- Capitalise on Group synergies



NewENLRogers

02.

Accelerate global reach and expand regional footprint in mastered industries

- Generate significant revenue in hard currencies
- Grow proportion of PAT from regional activities
- Targeted segments: Hospitality & Travel, Finance, Logistics, and Technology & Energy



NewENLRogers

03.

Build a stronger and unified team

- Harness best capabilities from both groups
- Unify top talent
- Foster collaboration
- Enhanced career attractiveness for employees



Leadership position in each segment

SEGMENTS	AGRIBUSINESS	REAL ESTATE	HOSPITALITY & TRAVEL	LOGISTICS	FINANCE	COMMERCE & MANUFACTURING	TECHNOLOGY & ENERGY
SECTORS	Sugar Cane Food Crop Farming	Land Development Yielding Funds	Hotels Leisure Aviation	Cross-Border Logistics Landside Logistics Shipping	Credit Fiduciary Leasing	Automotive Building materials Sport	Technology Energy
CURRENT KEY COMPANIES	ENL Agri	Moka City Savannah Smart City Oficea Ascencia Agria & Case Noyale	Rogers Hospitality Rogers Aviation	Velogic FedEx	Rogers Capital	Axess Decathlon Grewals Nabridas Plastinax	Rogers Technology Services Ecoasis
KEY ASSOCIATES	Eclosia	Semaris	New Mauritius Hotels		Swan Swan Financial Solutions		FRCI Superdist

New profit lines for Rogers shareholders

Agribusiness

Rs 403m

PAT FY 24

ENL AGRI

- 3rd largest sugar cane grower over 12,000 arpents
- Tea growing over 500 arpents in Valetta

KEY INVESTMENTS

- 39% stake in Eclosia valued at Rs 5 bn
- Share of profit of Rs 400m
- Leading agro-industrial position in Mauritius
- Robust and growing performance
- Ongoing successful regional expansion



Real Estate

YIELDING FUNDS

Rs 24.2bn

FY24	Asset value	NOI
Ascencia – Malls	Rs 17.6bn	Rs 1.8bn
Oficea – Offices	Rs 4.3bn	Rs 307m
CIPF – Industrial	Rs 1.7bn	Rs 157m
Residea – Residential	Rs 600m	Rs 40m
Total	Rs 24.2bn	Rs 2.3bn

Ascencia

- Leading malls operator in Mauritius with continuous strong financial performance
- Expanding footprint in the East of the island with 2 commercial centres

Oficea

- Achieving leadership position in A grade Office buildings
- Development in Telfair and Vivéa to boost assets and operating cashflows



Real Estate

LAND DEVELOPMENT

Rs 1.5bn

Moka land sales yearly

13%

Annual growth in price per arpent
in Moka over last 10 years

Moka Smart City

- Residential sales price per arpent Rs 50m
- Strong cashflow from 930 arpents of serviced land

Savannah Smart City

- Newly launched project over 440 arpents
- Residential sales price per arpent of Rs 29m (Rs 14m in 2022)

Agria & Case Noyale

- Reaping the fruits from the Bel Ombre and Case Noyale transformation
- Transition from agriculture to hospitality & land development



Commerce & Manufacturing

Rs 512m

PAT in FY 24

KEY DRIVERS

- Axxess No. 1 car dealership with 30% market share
- Growth in other Axxess activities (body & paint, heavy machinery...)
- Decathlon : 2 stores in operation + Flacq soon
- Building materials (Grewals, Nabridas and JMD) : Growing profitability



Technology & Energy

Rs 93m

PAT in FY 24

Technology

- Leading technology provider in Mauritius (Rogers Technology, FRCI 47% and Superdist 45%)

Energy

- Ecoasis : Energy solutions provider
- Envolt : Owner and operator of photovoltaic farms

Regional expansion

- Growing export of technology services to Africa and beyond
- Partnerships finalised for energy developments in Madagascar and Seychelles
- New partnerships being finalised in East Africa



Hospitality

Rs 1.3bn

PAT in FY 24

Leading hotel operator in Mauritius with 20% of rooms

Rogers Hospitality

- 9 hotels under Veranda and Heritage brands generated Rs 444m PAT in FY 24

New Mauritius Hotels

- Reference shareholder with 41% stake
- Strong performance with a PAT of Rs 2.1bn in FY 24 (share of profit of Rs 842m)

Regional expansion

- Actively working on regional expansion opportunities



Travel

Rs 201m

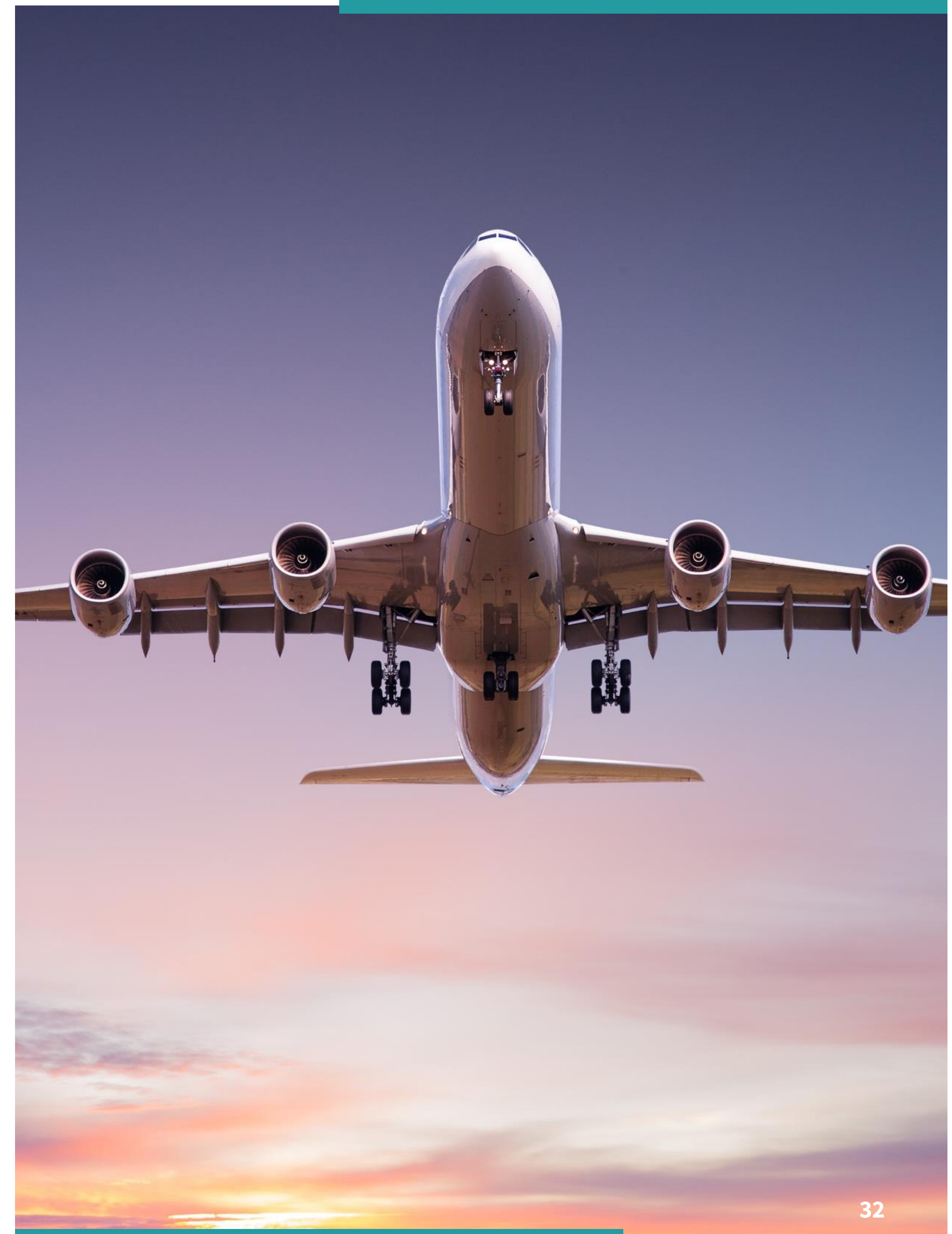
PAT in FY 24

Rogers Aviation

- Leading operator in Ground handling, airline and travel services with 42 airlines represented and presence in 7 countries

Regional expansion

- Strengthening regional expansion through targeted acquisitions



Logistics

Rs 212m

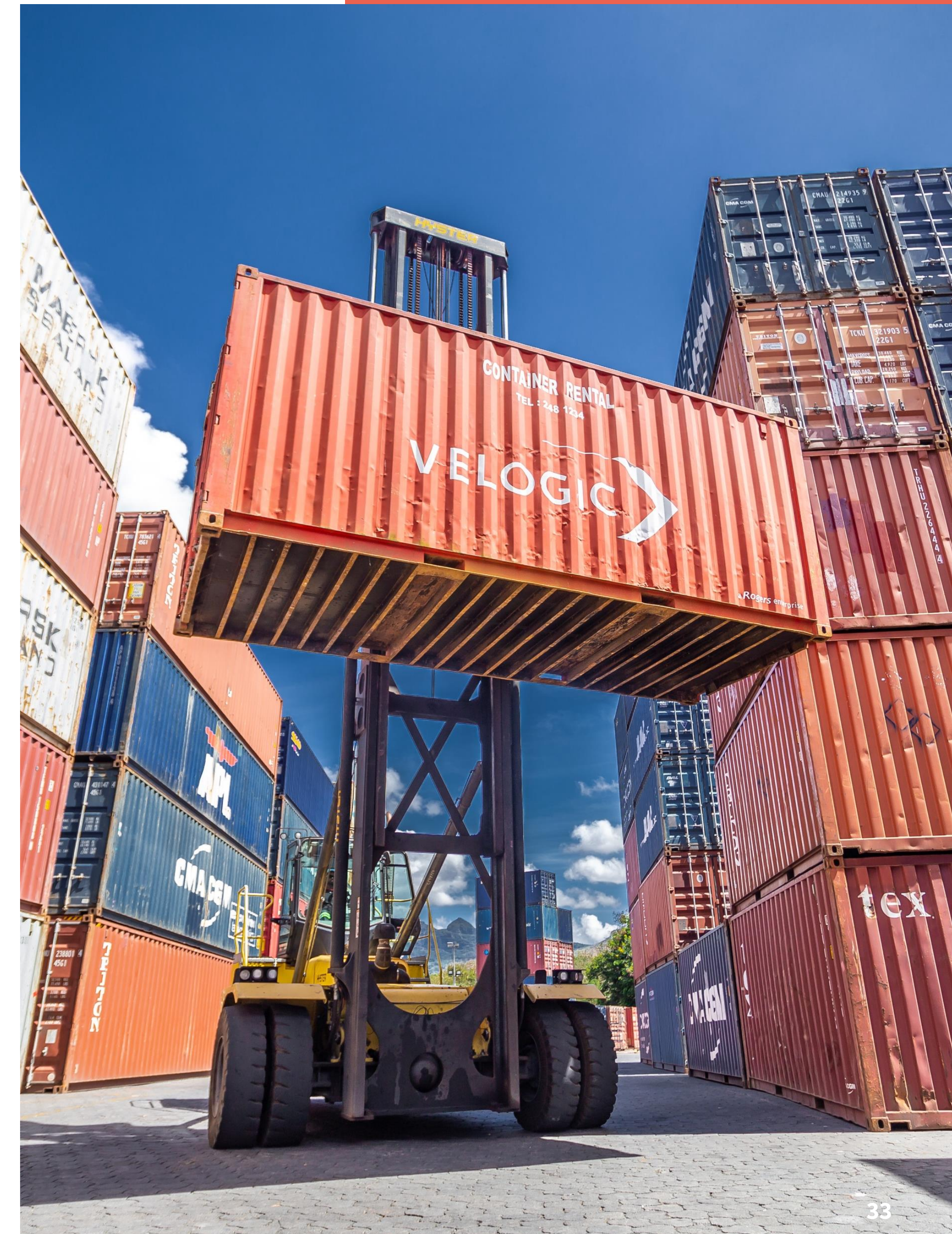
PAT in FY 24

VELOGIC

- Integrated global logistics platform offering cross-border logistics, landside, packing, and shipping services
- 50% of PAT generated overseas

Regional expansion

- Strong presence in Madagascar and Kenya
- Recent acquisition in Tanzania
- Exciting growth opportunities in adjacent East African countries



Finance

Rs 236m

PAT in FY 24

Rogers Capital

- All business lines from 2012 split successfully re-built
- Expanding the Fiduciary services' footprint
- Growing the established leasing and consumer finance businesses

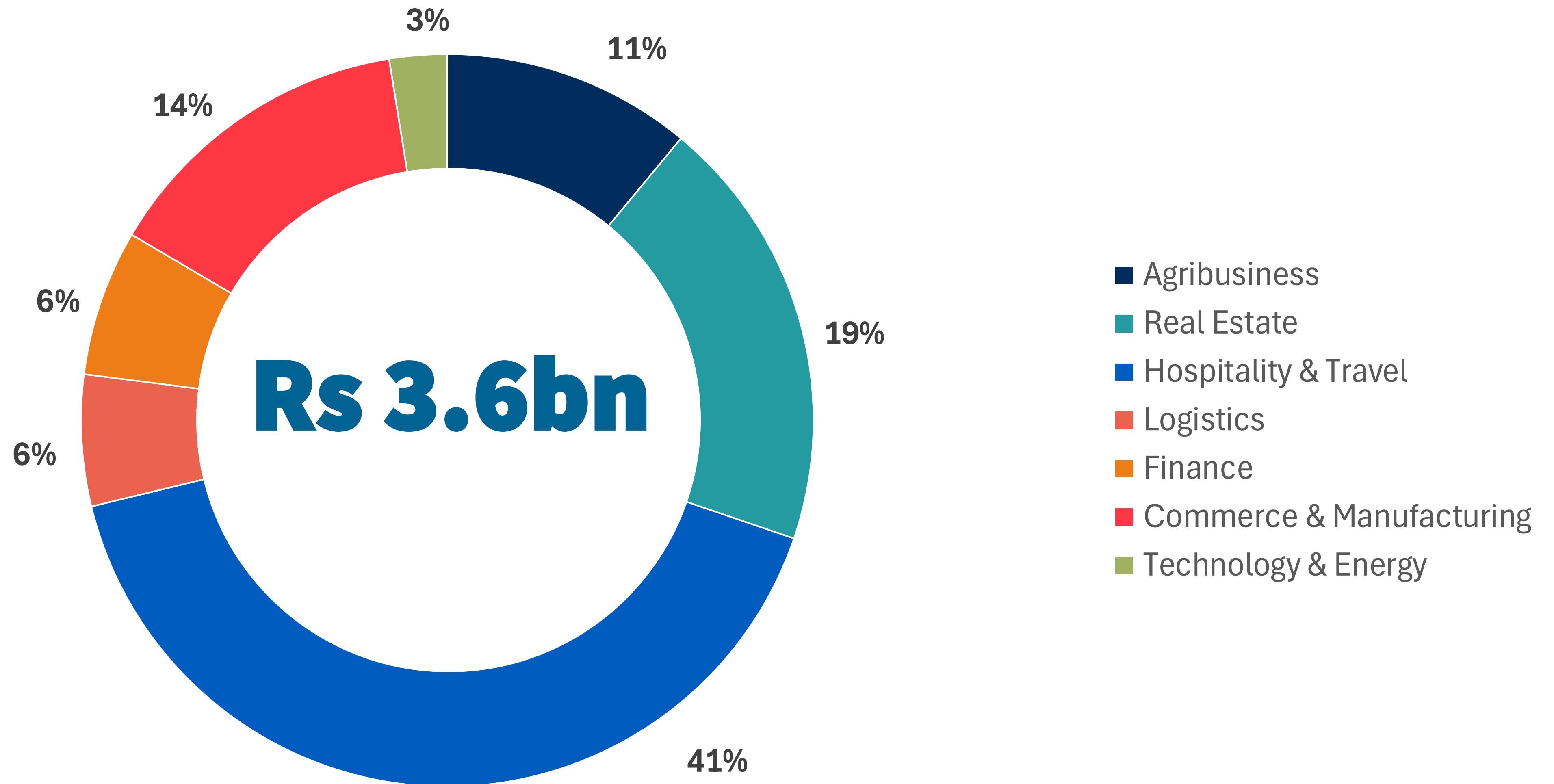
Key Investments

- 29.4% stake in Swan
- 20% stake in Swan Financial Solutions



NewENLRogers proforma segment PAT (FY 24)

Quality, consistency and growth potential of earnings



Key dates to remember

June 2025

Expected sanction from the Court

July 2025

Expected effect of the Scheme

01 July 2025

Reference price of ENL to be adjusted

09 July 2025

First day of trading of NewENLRogers Ordinary Shares on the SEM

Significant benefits from the Scheme for Rogers Shareholders

- Stronger asset base with stronger leadership position
- Solid team from the combination of capabilities
- Alignment of interests with those of our majority shareholder
- Simplified structure with improved understanding
- Consolidated shareholding with clearer lines of responsibility
- Enhanced managerial efficiency
- Access to new lines of business
- Crystallisation of Helicophanta value
- Critical mass of resources for regional expansion
- Exposure to two different asset classes with different risk reward
- Cost savings from synergies and administrative function reduction
- Enhanced dividend perspective

Q&A



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Special resolutions – Rogers

First Resolution

THAT the Scheme, a copy of which is attached to the minutes of this Special Meeting, be and is hereby approved.

Second Resolution

THAT, subject to the First Resolution being approved:

- the sale of RCSL shares by the Company to ENL Limited in consideration for 48,526,680 New Ordinary A Shares of ENL Limited;
- the valuation of RCSL and ENL (after the vesting by the Court of the Investments and Liabilities into NewENLRogers) and the resulting number of New ENL Ordinary A Shares to be issued to Rogers in consideration for the RCSL shares as determined by an independent valuer and approved by the boards of directors of Rogers and ENL;

be and are hereby approved.

Special resolutions – Rogers

Third Resolution

- THAT subject to the Second Resolution being approved, the distribution by the Company of the 48,526,680 New ENL Ordinary A Shares which Rogers will hold in ENL (as a result of the transaction approved under Second Resolution above) to the Company's shareholders whose names are registered in the share register of the Company on 01 July 2025 in the proportion of 0.192532 New ENL Ordinary A Share for each Rogers share held be and is hereby approved.

Fourth Resolution

- THAT the Secretary of the Company be and is hereby authorised to pool any fractions of shares of New ENL Ordinary A Shares and to sell them on the SEM and place the funds at the board of directors' discretion.

Special resolutions – Rogers

Fifth Resolution

- THAT, subject to the Third Resolution being approved, the valuation of Rogers and NewENLRogers as well as the resulting number of new NewENLRogers Ordinary Shares to be issued to Rogers minority shareholders in consideration for the Rogers Exchanged Shares as determined by the independent valuer and approved by the boards of directors of Rogers, ENL and NewENLRogers be and are hereby approved.

Sixth Resolution

- THAT, subject to the Fifth Resolution being approved, the amalgamation of Rogers and Rogers Consolidated Shareholding Limited into NewENLRogers to be carried out by way of short form amalgamation pursuant to section 247 of the Act, following which the shares of Rogers and Rogers Consolidated Shareholding Limited will be cancelled and Rogers will no longer be listed on the SEM, be and is hereby approved.

Special resolutions – Rogers

Seventh Resolution

- THAT the secretary of the Company be and is hereby instructed to do all such things and undertake all such acts as may be required to give effect to the foregoing resolutions including making appropriate filings with the Registrar of Companies.

THANK YOU!

Investor Relations

Amaury Koenig | Sandra Fayolle

Stay in touch on rogers.investors@rogers.mu

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