

# 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 ..... 2022.

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 resolutions for entry in the Minutes Book of the company have been delivered to and approved by us.

Resolved that Mr/Mrs/Ms.....

failing him/her, the Chairman of the Annual Meeting of Shareholders of Velogic Holding Company Limited (the "Company") to be held on Wednesday 16 November 2022 at 09h30 in "Educator" boardroom, 4th floor, Voilà Hotel, Bagatelle Mall, Réduit 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 year ended 30 June 2022 be hereby approved.			
II. Resolved that Mr. Gianduth Jeeawock <sup>1</sup> be hereby appointed as Director of the Company.			
III. Resolved that Mrs. Belinda Wong-Vacher <sup>2</sup> be hereby appointed as Director of the Company.			
IV. Resolved that Mr. Damien Mamet <sup>3</sup> be hereby appointed as Director of the Company.			
V. Resolved that Mr. Gilbert Espitalier-Noël be hereby re-elected as Director of the Company.			
VI. Resolved that Mr. Philippe Espitalier-Noël be hereby re- elected as Director of the Company.			
VII. Resolved that Mr. Nayendranath Nunkoo be hereby re-elected as Director of the Company.			
VIII. Resolved that Mr. Naveen Sangeelee be hereby re-elected as Director of the Company.			
IX. Resolved that Mr. Mehul Bhatt be hereby re-elected as Director of the Company.			
X. Resolved that Mr. Radhakrishna Chellapermal be hereby re-elected as Director of the Company.			
XI. Resolved that Mr. Vincent Barbier be hereby re-elected as Director of the Company.			
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.			

Director .....

Director .....

Director .....

Director .....

Director .....

**Note 1.** Your vote counts. A shareholder of the company entitled to attend to 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.

<sup>1</sup> The profile and category of Mr. Gianduth Jeeawock proposed for appointment is set out at Note 4 of this Resolution.

<sup>2</sup> The profile and category of Mrs. Belinda Wong-Vacher proposed for appointment is set out at Note 4 of this Resolution.

<sup>3</sup> The profile and category of Mr. Damien Mamet proposed for appointment is set out at Note 4 of this Resolution



**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 resolutions of the shareholders in lieu of holding an annual meeting dated 13 December 2021 are available free of charge on request. Kindly contact the Company Secretary at the email address [legal@rogers.mu](mailto: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.

**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](mailto: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](mailto: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.