

NOTICE OF ANNUAL MEETING TO SHAREHOLDERS

Notice is hereby given that the Annual Meeting of shareholders of **Phoenix Investment Company Limited** ("the Company") will be held at **IBL House, Caudan Waterfront, Port Louis** on **Friday 29 November 2024 at 11.00 hours** to transact the following business in the manner required for the passing of the following RESOLUTIONS:

AS ORDINARY RESOLUTIONS:

AGENDA

1. To consider the Annual Report 2024 of the Company.
2. To receive the report of Deloitte, the auditors of the Company for the year ended 30 June 2024.
3. To consider and adopt the Group's and Company's audited financial statements for the year ended 30 June 2024.
- 4-10. To re-elect as Directors of the Company, to hold office until the next Annual Meeting, the following persons* who offer themselves for re-election (as separate resolutions):
 4. Mr. Arnaud Lagesse
 5. Mrs. Shahannah Abdoolakhan
 6. Mr. Jan Boullé
 7. Mr. François Dalais
 8. Mr. Guillaume Hugnin
 9. Mr. Hugues Lagesse
 10. Mrs. Christine Marot
11. To re-elect as Director of the Company until the next Annual Meeting, in accordance with Section 138(6) of the Companies Act 2001, Mr. Thierry Lagesse*, who offers himself for re-election.
12. To re-elect as Director of the Company until the next Annual Meeting, in accordance with Section 138(6) of the Companies Act 2001, Mr. Madhukar Gujadhur*, who offers himself for re-election.
13. To fix the remuneration of the Directors for the year to 30 June 2025 and to ratify the emoluments paid to the Directors for the year ended 30 June 2024.
14. To reappoint Deloitte as auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration.
15. To ratify the emoluments paid to Deloitte, the external auditors, for the financial year ended 30 June 2024.

AS SPECIAL RESOLUTION:

1. THAT **Article 21** of the Constitution of the Company under heading "**APPOINTMENT AND REMOVAL OF DIRECTORS**" be amended by adding the following **New Sub Paragraph 21.7** and the actual Sub Paragraphs 21.7 and 21.8 be renumbered accordingly

<< **21.7 Retirement of Directors by rotation**

At the next Annual General Meeting of the Company and at each subsequent Annual General Meeting, three (3) Directors for the time being appointed by the General Meeting, shall retire from office but shall be re-eligible.

21.7.1 Any retiring Director shall retain office until the dissolution or adjournment of the meeting at which he is due to retire.

21.7.2 The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

21.7.3 The Company at the annual general meeting at which a Director so retires may fill the vacated office by electing a person thereto but no person other than a retiring Director shall unless:

(i) recommended by the Directors, or

(ii) proposed to the Board by a notice in writing left at the registered office of the Company and signed by a member duly qualified to attend and vote at the meeting for which such notice is given, not less than twenty-eight days before the last day on which notice of the annual general meeting of the Company is required to be given by the Board,

be eligible for election to the office of Director.>>

BY ORDER OF THE BOARD



Deborah Nicolin, ACG (CS)
Per IBL Management Ltd
Company Secretary

26 September 2024

**Footnote: The profiles and categories of the Directors proposed for re-election are set out in the Annual Report 2024.*

NOTES:

- a. A shareholder of the Company entitled to attend and vote at this meeting may appoint a proxy of his/her own choice to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- b. The instrument appointing a proxy or any general power of attorney shall be deposited at the Share Registry and Transfer Office of the Company, DTOS Registry Services Ltd, 3rd Floor, Eagle House, 15A Wall Street, Ebene, by **Thursday 28 November 2024 at 11.00 hours** and in default, the instrument of proxy shall not be treated as valid.
- c. A proxy form is included in the Annual Report and is also available at the Share Registry and Transfer Office of the Company
- d. For the purpose of this Annual Meeting, the Directors have resolved, in compliance with Section 120(3) of the Companies Act 2001, that the shareholders who are entitled to receive notice of the meeting shall be those shareholders whose names are registered in the share register of the Company at close of business on **1 November 2024**.
- e. The minutes of the Annual Meeting to be held on **29 November 2024** will be available for consultation and comments during office hours at the registered office of the Company, 4th Floor, IBL House, Caudan Waterfront, Port Louis from **29 January 2025 to 6 February 2025**.