

Notice of Annual Meeting of Shareholders

Notice is hereby given that the Annual Meeting of Shareholders ("AMS") of **Velogic Holding Company Limited** (the "Company") will be held at Le Sirius, Labourdonnais Waterfront Hotel, Caudan on Wednesday 15 November 2023 at 11hr30 to transact the following business:

1. To consider the 2023 Annual Report of the Company.
2. To receive the report of Messrs Ernst & Young, the auditor of the Company.
3. To consider and approve the Audited Financial Statements of the Company for the year ended 30 June 2023.

Ordinary Resolution I

"Resolved that the audited financial statements of the Company for the year ended 30 June 2023 be hereby approved."

4. To appoint Mrs. Soorya Devi Ramchurn-Oogarah¹ who has been appointed as Director of the Company.

Ordinary Resolution II

"Resolved that Mrs. Soorya Devi Ramchurn-Oogarah be appointed as Director of the Company."

5. To appoint Mrs. Hanjali Permilloo-Le Roux² who has been appointed as Director of the Company.

Ordinary Resolution III

"Resolved that Mrs. Hanjali Permilloo-Le Roux be appointed as Director of the Company."

6. To re-elect the following persons³ as Directors of the Company by way of separate ordinary resolutions: Messrs. Marie Hector Philippe Espitalier-Noël, Nayendranath Nunkoo, Naveen Sangeelee, Mehul Hiteshkumar Bhatt, Radhakrishna Chellapermal, Vincent Jean Pierre Barbier, Gianduth Jeeawock, Jean Evenor Damien Mamet and Mrs. Belinda Wong Vacher.

Ordinary Resolutions IV to XII

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

IV Marie Hector Philippe Espitalier-Noël

V Nayendranath Nunkoo

VI Naveen Sangeelee

VII Mehul Hiteshkumar Bhatt

VIII Radhakrishna Chellapermal

IX Vincent Jean Pierre Barbier

X Gianduth Jeeawock

XI Jean Evenor Damien Mamet

XII Belinda Wong Vacher

7. 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 2023/2024.

Ordinary Resolution XIII

"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 2023/2024."

8. Shareholders' question time.

By order of the Board



Heena Anauth-Oodunt

Company Secretary

28 September 2023

- 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 2023 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 14 November 2023 at 11hr30.

1 The profile and category of Mrs. Soorya Devi Ramchun Oogarah proposed for appointment is set out at Note 4 of this Note.

2 The profile and category of Mrs. Hanjali Permilloo-Le Roux proposed for appointment is set out at Note 4 of this Note.

3 The profiles and categories of directors proposed for re-election are set out at pages 68-73 of the 2023 Annual Report of the Company.

Notice of Annual Meeting of Shareholders

Note 4. On 16 August 2023 upon the recommendation of the Nomination Committee, the Board of the Company nominated Mrs. Soorya Devi Ramchurn-Oogarah and Hanjali Permilloo-Le Roux as Directors 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 Mrs. Soorya Devi Ramchurn-Oogarah and Hanjali Permilloo-Le Roux are set out as follows:

Mrs. Soorya Devi Ramchurn-Oogarah (51 years old)

- Managing Director at Rogers Aviation & Travel Services
- Master/DESS in 'PME/PMI' at Université de Paris XII-Val De Marne
- Masters/DESS in Innovative Projects at the 'Institut de la Francophonie' (IFE), Mauritius
- Post Graduate in International Business & Finance, University of Surrey, U.K
- BSc. Honours in Industrial & Business Economics, London School of Economics & Political Science(LSE), UK

Mrs. Hanjali Permilloo-Le Roux (49 years old)

- Chief Officer Operational Excellence at Rogers Capital Corporate Services Ltd
- MBA International Paris at IAE Paris/Sorbonne Business School
- MSc in Information Management at University Lancaster, UK
- BSc (Hons) in Management Studies at University of Mauritius

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 16 October 2023 would be entitled to receive this Notice and would accordingly be allowed to attend and vote at this meeting.

Note 6. The minutes of an annual meeting of Shareholders held on 16 November 2022 are available free of charge on request. Kindly contact the Company Secretary at the email address rogerscosec@rogers.mu.

Note 7. Resolutions I to XIII 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 7 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 2023/2024. 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 2023/2024.

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 68-73 of the 2023 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 15 November 2023 or as soon as reasonably practicable thereafter.

Note 12. In the event that this Annual Meeting of Shareholders cannot be held on 15 November 2023 due to (i) a cyclone warning class III or IV being in force in Mauritius; (ii) an extreme weather event⁴; (iii) heavy rain²; (iv) an intense tropical cyclone²; (v) a moderate tropical storm²; (vi) a severe tropical storm²; (vii) strong wind²; (viii) swell wave²; (ix) torrential rain²; (x) a tropical cyclone²; or (xi) a very intense tropical cyclone²; the meeting shall be postponed to a later date. The Board will communicate such date through the media.

Note 13. Should there be any restriction as may be imposed by the authorities, no physical AMS will be held on 15 November 2023. The AMS will then be conducted via an online platform. Shareholders are invited to write to MCB Registry & Securities Ltd on the 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 on contact.rs@mcbcm.mu.

⁴ Pursuant to section 2 of The Mauritius Meteorological Services Act 2019, as amended from time to time, "extreme weather events" - (a) means tropical storm, tropical cyclone, heavy rain, torrential rain, flood, flash flood, high waves, storm surge and drought; and (b) includes any other weather condition likely to endanger life or property;"

⁵ As defined in The Mauritius Meteorological Services Regulations (Warning) 2023.