

Notice of annual meeting of shareholders

NOTICE IS HEREBY GIVEN THAT the Annual Meeting (the "Meeting") of Shareholders of Alteo Limited (the "Company") will be held at The Pod, Vivéa Business Park, Moka, Mauritius on December 17, 2024 at 11:00 hours to transact the following business in the manner required for the passing of ORDINARY RESOLUTIONS and SPECIAL RESOLUTIONS:

AGENDA

A. Ordinary Resolutions

1. To consider the Annual Report of the Company for the financial year ended June 30, 2024.
2. To receive the report of BDO & Co, the auditors of the Company, for the financial year ended June 30, 2024.
3. To consider and adopt the Group's and the Company's audited financial statements for the financial year ended June 30, 2024.
4. To re-elect, on the recommendation of the Corporate Governance, Nomination, Remuneration and Ethics Committee, as Directors of the Company, the following persons who offer themselves for the re-election (as separate ordinary resolutions):
 - 4.1 Mr. DE CHASTEAUNEUF Jérôme
 - 4.2 Mrs. BALGOBIN-BHOYRUL Priscilla
 - 4.3 Mr. DE MARASSE ENOUF Fabien
 - 4.4 Mr. KISSOONDARY Yougendranath
 - 4.5 Mr. LAGESSE Arnaud
 - 4.6 Mr. ROBERT Patrice
 - 4.7 Mrs. UJOODHA Sheila
 - 4.8 Mrs. WATKINS Diane
5. To re-elect, on the recommendation of the Corporate Governance, Nomination, Remuneration and Ethics Committee, Mr. LAGESSE Thierry, who offers himself for re-election to hold office until the next Annual Meeting, in accordance with Section 138(6) of the Companies Act 2001.
6. To elect as Director of the Company, Mr. DALAIS Guillaume, who has been nominated by the Board on the recommendation of the Corporate Governance, Remuneration, Nomination and Ethics Committee, and who offers himself for election.
7. To elect as Director of the Company, Mr. LE JUGE DE SEGRAIS Cédrik, who has been nominated by the Board on the recommendation of the Corporate Governance, Remuneration, Nomination and Ethics Committee, and who offers himself for election.
8. To authorise the Board to fix the remuneration of the Non-Executive Directors of the Company for the financial year ending June 30, 2025 and to ratify the fees paid to the Non-Executive Directors for the financial year ended June 30, 2024.
9. To ratify the remuneration paid to the auditors of the Company, BDO & Co, for the financial year ended June 30, 2024.
10. To re-appoint BDO & Co as the auditors of the Company for the financial year ending June 30, 2025 and to authorise the Board to fix their remuneration.
11. To authorise the Board to complete and do all such acts and deeds, and take all actions, as may be required to give effect to the aforesaid resolutions.

B. Special Resolutions

12. To consider and if thought fit, to approve, on recommendation of the Board and the Corporate Governance, Nomination, Remuneration and Ethics Committee, with or without modification, as a special resolution, the alterations to clause 19 of the Constitution of the Company set out in the Annexure to the Notice of this Meeting.
13. To authorise any Director of the Company to complete and do all such acts and deeds, and take all such actions, as may be required to give effect to the aforesaid special resolutions.
14. To authorise the Company Secretary of the Company to make all necessary entries in the books and registers of the Company and notify the Registrar of Companies and any other relevant authority by completing and filing the necessary forms and taking all such actions as may be required to give effect to the aforesaid special resolutions.

C. Shareholders' question time

BY ORDER OF THE BOARD

Laksheeta Bikoo Ellayah

Company Secretary

November 19, 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 does not need to be a shareholder of the Company.
- b. A proxy form and a postal vote are attached to the notice of this Meeting.
- c. The instrument appointing a proxy or any general power of attorney shall be deposited at the Share Registry and Transfer Office of the Company, MCB Registry & Securities Ltd, 2nd Floor, MCB Centre, 9-11, Sir William Newton Street, 11328 Port-Louis, not less than twenty-four (24) hours before the start of the Meeting and in default, the instrument of proxy shall not be treated as valid.
- d. Postal votes shall be deposited at the Share Registry and Transfer Office of the Company, MCB Registry & Securities Ltd, 2nd Floor, MCB Centre, 9-11, Sir William Newton Street, 11328 Port-Louis, not less than forty-eight (48) hours before the start of the Meeting and in default, the postal vote shall not be treated as valid.
- e. For the purpose of this Meeting, in compliance with Section 120(3)(b) of the Companies Act 2001, 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 as at November 18, 2024.
- f. The minutes of the Annual Meeting to be held on December 17, 2024 will be available for consultation and comments during office hours at the registered office of the Company, Vivéa Business Park, 81406 Moka, Mauritius as from April 1 to 12, 2025.
- g. The profiles and categories of the Directors proposed for re-election are set out on pages 74 to 77 of the Annual Report 2024.
- h. The profile of Mr. DALAIS Guillaume is as follows:

Non-Executive Director

(Born in 1981)

Appointed in July 2024

Experience and Skills

Mr. Dalais is the Group Chief Executive of CIEL since 01 July 2024. He possesses former experience in the investment banking sector by working at Metier Investments & Advisory Services in South Africa and CIEL Capital Limited in Mauritius. He joined the CIEL Textile Group in 2010 and was appointed as Executive Director of the Knits Cluster of the CIEL Textile Group in 2012. Mr. Dalais furthermore was the Chief Executive Officer of the Knitwear cluster of the CIEL Textile Group between July 2016 and June 2020, and the Chief Executive Officer of CIEL Properties between July 2020 and 31 December 2023. He is the holder of a Master 2 from Ecole Supérieure de Gestion (now Paris School of Business) in Finance and Accounting, Paris, France; and also completed HEC Paris Executive Education. His core competencies include private equity, textile, manufacturing, entrepreneurship, strategic business development and deal structuring.

Directorships in other listed companies:

- CIEL Limited
- C-Care (Mauritius) Ltd
- Sun Limited
- Miwa Sugar Limited

- i. The profile of Mr. LE JUGE DE SEGRAIS Cédrik is as follows:

Non-Executive Director

(Born in 1981)

Appointed in August 2024

Experience and Skills

Mr. Le Juge De Segrais was appointed as Group Chief Financial Officer of IBL Ltd in August 2024. Prior to joining IBL Ltd, he was based in Singapore with Greenhill & Co., an international independent investment bank with a focus on M&A, restructuring, financing and capital advisory. Prior to Greenhill, Mr. Le Juge De Segrais spent over a decade with Barclays' investment banking division in Hong Kong, Singapore and London. Before Barclays, he worked for ABN Amro and Danone in Hong Kong, Singapore and Shanghai. Mr. Le Juge De Segrais holds a Master of Business Administration from Essec Business School (Grande École program), France.

Directorships in other listed companies: None