

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** the Annual Meeting (the “**Meeting**”) of Shareholders of **Miwa Sugar Limited** (the “**Company**”) will be held at **The Pod, Vivéa Business Park, Moka, Mauritius** on **December 18, 2024 at 10:00 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 Ernst & Young, 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 re-election (as separate ordinary resolutions):
  - 4.1 Mr. LAGESSE Arnaud Marie Cyril
  - 4.2 Mr. DALAIS Guillaume Pierre Arnaud
  - 4.3 Mr. DE CHASTEAUNEUF Louis Jean Jérôme
  - 4.4 Mr. ISAUTIER Stephane Marie
  - 4.5 Mrs. NGAMAU Sarah
  - 4.6 Mr. PILOT Joseph Michel
  - 4.7 Mr. ROBERT Patrice
  - 4.8 Mr. SAURMA – JELTSCH Johannes Wendt Ernst Maria
  - 4.9 Mrs. STIERNBLAD Mina
5. To re-elect, on the recommendation of the Corporate Governance, Nomination, Remuneration and Ethics Committee, as Director of the Company, Mr. CHATENAY Patrick Henry Dominique, 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. VAN BEUNINGEN Mark, who has been nominated by the Board of Directors on the recommendation of the Corporate Governance, Remuneration, Nomination and Ethics Committee, and who offers himself for election
7. 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 of the Company for the financial year ended June 30, 2024
8. To ratify the remuneration paid to the auditors of the Company, Ernst & Young, for the financial year ended June 30, 2024
9. To re-appoint Ernst & Young as the auditors of the Company for the financial year ending June 30, 2025 and to authorise the Board to fix their remuneration
10. 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**

11. 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
12. 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
13. 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 20, 2024

### **NOTES:**

1. 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.
2. A proxy form and a postal vote are attached to the notice of Meeting.
3. The instrument appointing a proxy or any general power of attorney shall be deposited at the Share Registry and Transfer Office of the Company, namely Onelink Ltd (formerly known as Intercontinental Secretarial Services Ltd), Level 2, Alexander House, 35 Cybercity, Ebene 72201, Mauritius, 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.
4. Postal votes shall be deposited at the Share Registry and Transfer Office of the Company, namely Onelink Ltd (formerly known as Intercontinental Secretarial Services Ltd), Level 2, Alexander House, 35 Cybercity, Ebene 72201, Mauritius, 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.
5. 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 19, 2024.
6. The minutes of the Annual Meeting to be held on December 18, 2024 will be available for consultation and comments during office hours at the registered office of the Company, Vivéa Business Park, Moka, Mauritius as from April 1, 2025 to April 12, 2025.

7. The profiles and categories of the Directors proposed for re-election are set out on pages 54 to 57 of the Annual Report 2024.
8. The profile of Mr. VAN BEUNINGEN Mark is as follows:

**Non-Executive Director**

(Born in 1978)

**Appointed in July 2024.**

**Experience and Skills:**

Mark van Beuningen joined CIEL Group in May 2024 as Group Strategy & Investment Executive. Previously, he served as Group CEO of Cim Financial Services Ltd, which had, as its main subsidiaries, Cim Finance in Mauritius and Cim Credit Kenya (trading as Aspira) in Kenya. Mark's role at Cim Group began in 2016 as Managing Director of Cim Finance. Prior to Cim, Mark was a Principal at Boston Consulting Group (BCG) in Johannesburg. Mark was a founding member of BGG's Johannesburg office, having joined BCG in Sydney. At BCG, Mark's industry specialisation was mining and petrochemicals, while his functional specialisation was business model and growth strategy as well as organisation design and large-scale restructuring. Mark's prior experience included structured finance at Macquarie Bank in Sydney; as well as financial services assurance at KPMG in Cape Town, focused on asset management and life assurance. Mark is a Chartered Financial Analyst (CFA Institute) and a Chartered Accountant (South Africa). Mark also holds an MBA from AGSM @ UNSW Business School, a Postgraduate Diploma in Accounting, Tax, and Audit, and a Bachelor of Business Science in Finance and Accounting from the University of Cape Town. His core competencies include non-bank financial services, strategic business development, strategy, finance, accounting and audit.