

ENL LIMITED | NOTICE OF MEETING

Notice is hereby given that the Annual Meeting of shareholders of ENL Limited will be held at the Company's registered office, ENL House, Vivéa Business Park, Moka, on 10 March 2021 at 09:00 a.m., to transact the following business:

1. To elect one Director, namely Mr Marie Patrick Roger Espitalier Noël, who retires by rotation in accordance with Section 21.6 of the Company's constitution and, being re-eligible, offers himself for re-election.

Ordinary Resolution

"Resolved that Mr Marie Patrick Roger Espitalier Noël be hereby re-elected as Director of the Company in accordance with Section 21.6 of the Company's constitution."

2. To elect one Director, namely Mr Marie Joseph Jean-Pierre Montocchio, who retires by rotation in accordance with Section 21.6 of the Company's constitution and, being re-eligible, offers himself for re-election.

Ordinary Resolution

"Resolved that Mr Marie Joseph Jean-Pierre Montocchio be hereby re-elected as Director of the Company in accordance with Section 21.6 of the Company's constitution."

3. To re-appoint Mr Joseph Edouard Gérard Espitalier Noël, who is over the age of 70 years, to continue to hold office as a Director of the Company until the next Annual Meeting of the Company under Section 138 (6) of The Companies Act 2001.

Ordinary Resolution

"Resolved that Mr Joseph Edouard Gérard Espitalier Noël be hereby re-appointed as Director of the Company to hold office until the next Annual Meeting of the Company."

4. To re-appoint Mr Noël Jean Humbert, who is over the age of 70 years, to continue to hold office as a Director of the Company until the next Annual Meeting of the Company under Section 138 (6) of The Companies Act 2001.

Ordinary Resolution

"Resolved that Mr Noël Jean Humbert be hereby re-appointed as Director of the Company to hold office until the next Annual Meeting of the Company."

5. To appoint Messrs. Ernst & Young as auditors of the Company until the conclusion of the next Annual Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

Ordinary Resolution

"Resolved that Messrs. Ernst & Young be appointed as auditors of the Company until the conclusion of the next Annual Meeting of the Company and that the Board of Directors be authorised to fix their remuneration."

Note: The profile and category of the directors proposed for re-election/election/re-appointment are set out at the end of this Notice of Annual Meeting.

By order of the Board



Preeti Gopaul, ACG
For **ENL Secretarial Services Limited**
Company Secretary

4 February 2021

NOTES

- A shareholder of the Company entitled to attend and vote at this meeting may:
 - Either appoint a proxy (in the case of an individual shareholder) or a representative (in the case of a corporate shareholder and by way of a corporate resolution), whether a shareholder or not, to attend and vote on his/her behalf. Any such appointment must be made in writing on the attached form, and the document deposited at the Share Registry and Transfer Office of the Company, MCB Registry and Securities Ltd, Sir William Newton Street, Port Louis, Mauritius not less than twenty-four (24) hours before the meeting is due to take place.
 - Or cast its vote by post. The notice for casting a postal vote must be made in writing on the attached form, and the document deposited at the Share Registry and Transfer Office of the Company, MCB Registry and Securities Ltd, Sir William Newton Street, Port Louis, Mauritius, not less than forty-eight (48) hours before the time fixed for holding the meeting.

- 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 entitled to receive notice of the meeting and attend such meeting shall be those shareholders whose names are registered in the share register of the Company as at 9 February 2021.

- The Annual Meeting of shareholders is an important day in the calendar as it enables the Board to engage with its shareholders on a range of matters concerning the business of the meeting. In addition, it provides a valuable forum for shareholders to ask questions. We are closely monitoring the evolution of the Covid-19 in Mauritius. If it becomes necessary or appropriate to make further changes to the arrangements for the holding of the Annual Meeting, we will ensure that shareholders are given as much notice as possible. Please watch our website for any update or contact our Share Registry on + 230 2025000.

- In case Government imposes restrictions on the permitted size of gatherings, access to the Annual Meeting may be limited to number of shareholders on a first come basis. Shareholders are encouraged to exercise their right to vote at the Annual Meeting by casting a postal vote (postal vote form enclosed).

PROFILES OF DIRECTORS

PROPOSED FOR RE-ELECTION/ELECTION/RE-APPOINTMENT

ROGER ESPITALIER NOËL (Born in 1954)

Non-Executive Director

- **Appointed as Director (amalgamated Company):** January 2019 – *up for re-election at the next annual meeting*
- **Qualifications:** Certificate in Textile and Knitwear Technology
- **Committees:** Member of Audit & Risk Management and Corporate Governance Committees
- **Professional Journey:**
 - Retired from Floreal Knitwear after more than 36 years
- **Skills:**
 - Extensive experience in the textile industry and in sustainability management

JEAN-PIERRE MONTOCCHIO (Born in 1963)

Non-Executive Director

- **Appointed as Director (amalgamated Company):** January 2019 – *up for re-election at the next annual meeting*
- **Qualifications:** Notary Public
- **Committee:** Member of the Corporate Governance Committee
- **Professional Journey:**
 - Appointed Notary Public in Mauritius in 1990
 - Contributed to the workings of the National Committee on Corporate Governance as a member of the Board of Directors' Sub-Committee
- **Skills & Experience:**
 - Well-versed in corporate governance matters and NED experience across the private and public sectors
 - Extensive experience in alliances, ventures, and partnerships
 - Strong proponent of fairness in business
 - Staunch defendant of shareholder's interests

GÉRARD ESPITALIER NOËL, C.S.K, C.O.N.M. (Born in 1946)

Non-Executive Director

- **Appointed as Director (amalgamated Company):** January 2019 – *up for re-appointment at the next annual meeting*
- **Qualifications:** Diplôme de Perfectionnement en Administration des Entreprises (IAE, AIX-MARSEILLE)
- **Professional Journey:**
 - Air transportation and tourism professional for 42 years, including 30 years at Air Mauritius in Europe-culminating in 10 years' standing as Regional Director for Europe, UK & Ireland
 - Took an active part in the materilization of the Code-Share Agreement between Air Mauritius and Air France
 - Appointed in April 2007 as Technical Adviser to the "Conseil National du Tourisme (CNT)" in France
 - Worked as Hotels & Leisure Director of Indigo Hotels & Resorts Ltd in Mauritius
- **Skills:**
 - Strong knowledge and experience in positioning Mauritius as a destination of choice to live, work and play
 - Proven skills at networking and building winning relationships at industry and national levels
 - Ability to build and lead winning teams across trade and industry
 - Experienced at crisis management
 - Strong proponent of ethics and rigour in business

NOËL JEAN HUMBERT (Born in 1949)

Chairman of the Board of Directors, Independent Non-Executive Director

- **Appointed as Director (amalgamated Company):** January 2019 – *up for re-appointment at the next annual meeting*
- **Qualifications:** Honours Degree in Agriculture
- **Committee:** Chairman of the Corporate Governance Committee
- **Professional Journey:**
 - Currently employed as Senior Consultant at Eclasia Group where he has previously served for 20 years in different managerial roles
 - Past Chief Executive Officer of the Mauritius Sugar Syndicate, past Secretary General of the Mauritius Chamber of Agriculture, and past President of the National Productivity & Competitiveness Council
- **Skills and Experience:**
 - Strong knowledge and hands-on experience in the development of a sustainable agroindustry in Mauritius
 - Vast experience in institutional affairs at high level, more particularly in the fields of agriculture, international trade and in the marketing of sugar
 - Closely involved in the sugar sector reform strategy and process
 - Fervent advocate of a strong public-private partnership for sustainable national growth
 - Strong proponent of good governance, ethics, and good practice in business