

Notice of Annual Meeting of Shareholders

Notice is hereby given that the Annual Meeting of the Shareholders of **Constance La Gaieté Company Limited** will be held on Friday 28 June 2024, at 10.00 a.m in the Boardroom of La Maison 1794, Constance, Centre de Flacq, to transact the following business:

1. To consider the Annual Report for the year ended 31 December 2023.
2. To receive the report of Ernst & Young, the External Auditors of the Company.
3. To adopt the Audited Financial Statements of the Company and the Group for the year ended 31 December 2023.
4. To authorise the Board of Directors to fix the remuneration of the External Auditors, Ernst & Young, who have expressed their willingness to continue to act as External Auditors of the Company and will be automatically re-appointed.
5. To approve the appointment of Mrs. Marie-Anne Adam as Non-Executive Director of the Company (please refer to note (e) overleaf).
6. To approve the appointment of Mrs. Jhaneshi Jugessur-Panjabi as Non-Executive Director of the Company (please refer to note (f) overleaf).
7. To authorise Mr. Marc Freismuth to continue to hold office as a Director of the Company in accordance with section 138 (6) of the Companies Act 2001.
8. To authorise Mr. George J. Dumbell to continue to hold office as a Director of the Company in accordance with section 138 (6) of the Companies Act 2001.
9. By separate resolutions, and in accordance with article 21.2 (1) of the Constitution of the Company, to re-elect the following persons who, retiring by rotation, offer themselves for re-election as Directors of the Company:
 - a. Mr. Noël Adolphe Vallet
 - b. Mrs. Georgina Rogers
 - c. Mr. Clément D. Rey
10. Shareholders' questions.

By order of the Board,



Hélène Thévenau, ACG

*For ECS Secretaries Ltd
Secretaries*

10 May 2024



The Annual Report 2023 is available on the following address
https://clgmu.com/documents-constance-lagaiete-ltd/annual_reports/CLG_AR_2023.pdf



Please scan QR code to have access to
the Company's Annual Report 2023.

Notes

- a. A member of the Company who is entitled to attend and vote at this meeting may appoint a proxy to attend and vote in his/her stead. A proxy does not need to be a member of the Company.
- b. The instrument appointing a proxy, any general power of attorney or written resolution appointing a representative should reach the Share Registry, ECS Secretaries Ltd, 3rd Floor, Labama House, 35 Sir William Newton Street, Port Louis, not less than 24 hours prior to the time scheduled for the meeting, i.e. by 10.00 a.m. on Thursday 27 June 2024 (being the last business day before the meeting). In default, the instrument of proxy shall not be treated as valid.
- c. A proxy form is attached and is also available at ECS Secretaries Ltd, 3rd Floor, Labama House, 35 Sir William Newton Street, Port Louis.
- d. For the purpose of this Annual Meeting, the Directors have resolved, in compliance with section 120 of the Companies Act 2001, that the Shareholders who are 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 30 May 2024.
- e. The Board of Directors appointed Mrs Marie-Anne Adam as Non-Executive Director of the Company with effect on 01 April 2024 until the forthcoming Annual Meeting to be held on 28 June 2024 when, as recommended by the Nomination and Remuneration Committee and by the Board of Directors, her appointment will be proposed to the Shareholders of the Company. The Profile of Mrs Adam is as follows:

Qualifications:

- Associate of the Chartered Governance Institute of UK & Ireland (previously named Institute of Chartered Secretaries and Administrators).

Experience and Skills:

- Over 35 years' experience in the Company Secretariat field, possesses expertise in corporate governance. Joined ECS Secretaries Ltd in 2008, overseeing the local portfolio of clients since 2012 encompassing listed companies, FSC licensed companies, and small private companies. Serving as Executive Director of ECS Secretaries Ltd since 2014, Fellow of the Mauritius Institute of Directors.

- f. The Board of Directors appointed Mrs Jhaneshi Jugessur-Panjabi as Non-Executive Director of the Company with effect on 01 June 2024 until the forthcoming Annual Meeting to be held on 28 June 2024 when, as recommended by the Nomination and Remuneration Committee and by the Board of Directors, her appointment will be proposed to the Shareholders of the Company. The Profile of Mrs Jhaneshi Jugessur-Panjabi is as follows:

Qualifications:

- MSc Finance, Investment and Risk, University of Kent (UK)
- BSc (Hons) Finance (Minor: Law), University of Mauritius (Mauritius)

Experience and Skills:

- Manager for Loans and Fixed Income, for the financing cluster and fixed income mandates at Swan Capital Solutions.
- Actively involved in strategic initiatives including managing new investment products and pursuing new avenues for growth.
- Over 10 years' experience focused on assessing and investing in debt instruments, managing fixed income CIS funds, structured products and the portfolio of corporate and retail loans of SWAN.
- Started her career at PricewaterhouseCoopers in 2011 as an Associate, working on the audit of local and offshore firms in a wide range of sectors including investments, textile, telecommunication, insurance among others.

- g. In accordance with the provisions of Practice Direction No 2 of 2022 issued by the Registrar of Companies pursuant to section 128 (8) of the Companies Act 2001, and as an environment-friendly initiative, the Company has elected not to send a copy of the annual report to the shareholder until such time that the shareholder makes a request to receive a copy. Moreover, even if a shareholder has given his/her consent to receive annual report in electronic format, the shareholder shall retain his/her rights to receive a copy of the annual report at any time upon request.