

# PHOENIX INVESTMENT COMPANY LIMITED

BRN: C07001226

## IN THE SUPREME COURT OF MAURITIUS (BANKRUPTCY DIVISION)

In the matter of: SC/COM/MOT/000205/2026

Ex Parte:

1. PHOENIX BEVERAGES LIMITED
2. CAMP INVESTMENT COMPANY LIMITED
3. PHOENIX INVESTMENT COMPANY LIMITED

And in the matter of:  
**THE COMPANIES ACT 2001**

### NOTICE

To a Special Meeting of Shareholders of  
**PHOENIX INVESTMENT COMPANY LIMITED**

to consider:

#### **SCHEME OF ARRANGEMENT**

Under section 261 and following of the Companies Act 2001

### NOTICE

Notice is hereby given that by an Order dated 27 March 2026 (the 'Direction Order'), the Supreme Court (Bankruptcy Division) has directed a special meeting to be convened of the holders of the shares in Phoenix Beverages Limited ('PBL'), Camp Investment Company Limited ('CICL') and Phoenix Investment Company Limited ('PICL') for the purpose of considering and, if thought fit, approving with or without modification, a Scheme of Arrangement (the 'Scheme') and that such meeting of PICL shall be held on **Thursday 30 April 2026** at IBL House, Caudan Waterfront, Port Louis, at **11:30 a.m.**

The Direction Order has been published on PBL's website and copies of the following documents forming part of the Scheme will be made available for inspection during business hours at the registered office of PICL, namely 4<sup>th</sup> Floor, IBL House, Caudan Waterfront, Port Louis, Mauritius:

- i. the Scheme document;
- ii. the new constitution of PBL;
- iii. an Information Note relating to the issue and listing of the ordinary shares of PBL contemplated by the Scheme; and
- iv. the Direction Order.

Shareholders residing outside Mauritius may liaise with the Company Secretary of PICL to request copies of the above documents.

The resolutions to be voted by the shareholders of PICL are set out in **Schedule 1** hereto and the Supreme Court has fixed the threshold for approving the Scheme to be the same as for a special resolution, that is to say, approved by a majority of seventy-five (75) per cent of the votes of those shareholders present and voting on the Scheme.

Any shareholder may attend the special meeting and vote thereat either in person or by proxy. The proxy form in relation to the special meeting is set out in **Schedule 2** hereto. Proxy forms should be deposited at the Share Registry and Transfer Office of PICL, not less than twenty-four hours before the start of the special meeting, and in default, the instrument of proxy shall not be treated as valid.

The Court has appointed Mr. Arnaud Marie Cyril LAGESSE to be the Chairperson of the Special Meeting and, in his absence, alternatively Mr. Louis Gaetan Jan Fredrik BOULLE, and the Chairperson has been directed to report the results of the said special meeting to the Supreme Court upon presentation of the Petition to sanction the Scheme.

The Scheme shall be subject to the subsequent approval of the Supreme Court by way of a Petition.

This 8<sup>th</sup> day of April 2026.

**IBL Management Ltd**  
Company Secretary

### NOTES:

1. *Should you be unable to attend the special meeting, you are entitled to appoint a proxy to attend and vote in your stead. A copy of the proxy form has been enclosed and is also available at the Share Registry and Transfer Office of PICL.*
2. *A proxy need not be a member of PICL. Proxy forms should be deposited at the Share Registry and Transfer Office, DTOS Registry Services Ltd, 3<sup>rd</sup> Floor, Eagle House, 15A Wall Street, Ebène 72201, Mauritius, not less than twenty-four hours before the start of the special meeting, and in default, the instrument of proxy shall not be treated as valid.*
3. *For the purpose of this special meeting and in compliance with Section 120 of the Companies Act 2001, the shareholders who are entitled to receive the notice of the special meeting shall be those whose names are registered in the PICL's register on Monday 06 April 2026.*

## **SCHEDULE 1 – TEXT OF THE PROPOSED RESOLUTIONS**

### **TO BE PASSED BY WAY OF SPECIAL RESOLUTION**

#### **FIRST RESOLUTION**

THAT the proposed capital reorganisation of PBL by way of the Scheme, involving PICL (the 'Company'), be and is hereby approved.

#### **SECOND RESOLUTION**

THAT, subject to the First Resolution being duly approved, the directors of the Company be and are hereby authorised and instructed to:

- i. appoint legal advisers for the purpose of preparing and submitting the application to the Bankruptcy Division of the Supreme Court of Mauritius (the 'Court') in connection with the Scheme;
- ii. execute and lodge, for and on behalf of the Company, the petition to the Court seeking sanction of the Scheme, and to perform all obligations of the Company thereunder, and to sign, deliver and perfect, for and on behalf of the Company, all documents relating to the Scheme and all such other instruments and documents, and to do all such further acts, deeds, matters and things as may be necessary or desirable in connection with the implementation of the Scheme; and
- iii. appear before the Court, to represent the Company, to give evidence, affirm or swear affidavits, sign petitions, adduce evidence, make or respond to incidental applications, and to do all such things as may be necessary or expedient on behalf of the Company in connection with the Scheme.

#### **THIRD RESOLUTION**

THAT, subject to the First Resolution being duly approved, the merger of CICL and the Company with and into PBL as going concerns, with PBL as the surviving entity, be and is hereby approved, and, in connection therewith:

- i. all assets of CICL and the Company shall, by operation of the Scheme becoming effective, be transferred to and vest in PBL without any further act, instrument, or deed, and shall accordingly become the assets of PBL;
- ii. all debts, liabilities, debentures, loans, or other moneys borrowed by, and all obligations of, CICL and the Company, to the extent outstanding as at the effective date of the Scheme, shall by operation of the Scheme becoming effective, become those of PBL, and PBL shall assume and discharge the same; and
- iii. all shares held by CICL and the Company in the capital of PBL, together with all rights and obligations attaching thereto, shall be cancelled, by operation of the Scheme becoming effective, and the stated capital of PBL shall be reduced accordingly in accordance with the applicable law.

#### **FOURTH RESOLUTION**

THAT, subject to the First Resolution being duly approved, the issue and allotment of new ordinary shares of no par value in the capital of PBL to the shareholders of the Company whose names appear in the share register of the Company on the Record Date (as defined in the document witnessing the Scheme), other than CICL, in accordance with the terms of the Scheme, be and are hereby approved, and that such shares shall, upon completion of the Scheme, be listed on the Official List of the Stock Exchange of Mauritius Ltd.

#### **FIFTH RESOLUTION**

THAT, subject to the First Resolution being duly approved, the Board of Directors of the Company be and is hereby authorised and instructed to take all such actions, execute all such documents, and do all such things as may be necessary or desirable to give effect to the Second and Third Resolutions.

#### **SIXTH RESOLUTION**

THAT, subject to the foregoing resolutions being duly approved, the secretary and the directors of the Company be and are hereby authorised and instructed to do all such things and undertake all such acts as may be required to give effect to the foregoing resolutions including making appropriate filings with the Registrar of Companies.

#### **SEVENTH RESOLUTION**

THAT any and all actions heretofore taken for and on behalf of the Company by any of its directors or company secretary of the Company in connection with the foregoing resolutions be and hereby are ratified, confirmed and approved.

**SCHEDULE 2 – PROXY FORM****PHOENIX INVESTMENT COMPANY LIMITED**  
BRN: C07001226**PROXY FORM**

I/We, \_\_\_\_\_ of  
 \_\_\_\_\_ being a shareholder of the abovenamed company hereby  
 appoint \_\_\_\_\_  
 of \_\_\_\_\_ or  
 failing him/her \_\_\_\_\_  
 of \_\_\_\_\_, as my/our proxy to vote

for me/us at the Special Meeting of the Company to be held at **IBL House, Caudan Waterfront, Port Louis on Thursday 30 April 2026** commencing at **11.30 a.m.** and at any adjournment thereof.

I/We direct my/our proxy to vote in the following manner.

**Vote with a tick**

<b>Special Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<p><b>First Resolution</b></p> <p>THAT the proposed capital reorganisation of PBL by way of the Scheme, involving PICL (the 'Company'), be and is hereby approved.</p>			
<p><b>Second Resolution</b></p> <p>THAT, subject to the First Resolution being duly approved, the directors of the Company be and are hereby authorised and instructed to:</p> <p>i. appoint legal advisers for the purpose of preparing and submitting the application to the Bankruptcy Division of the Supreme Court of Mauritius (the 'Court') in connection with the Scheme;</p> <p>ii. execute and lodge, for and on behalf of the Company, the petition to the Court seeking sanction of the Scheme, and to perform all obligations of the Company thereunder, and to sign, deliver and perfect, for and on behalf of the Company, all documents relating to the Scheme and all such other instruments and documents, and to do all such further acts, deeds, matters and things as may be necessary or desirable in connection with the implementation of the Scheme; and</p> <p>iii. appear before the Court, to represent the Company, to give evidence, affirm or swear affidavits, sign petitions, adduce evidence, make or respond to incidental applications, and to do all such things as may be necessary or expedient on behalf of the Company in connection with the Scheme.</p>			
<p><b>Third Resolution</b></p> <p>THAT, subject to the First Resolution being duly approved, the merger of CACL and the Company with and into PBL as going concerns, with PBL as the surviving entity, be and is hereby approved, and, in connection therewith:</p> <p>i. all assets of CACL and the Company shall, by operation of the Scheme becoming effective, be transferred to and vest in PBL without any further act, instrument, or deed, and shall accordingly become the assets of PBL;</p> <p>ii. all debts, liabilities, debentures, loans, or other moneys borrowed by, and all obligations of, CACL and the Company, to the extent outstanding as at the effective date of the Scheme, shall by operation of the Scheme becoming effective, become those of PBL, and PBL shall assume and discharge the same; and</p> <p>iii. all shares held by CACL and the Company in the capital of PBL, together with all rights and obligations attaching thereto, shall be cancelled, by operation of the Scheme becoming effective, and the stated capital of PBL shall be reduced accordingly in accordance with the applicable law.</p>			

<b>Special Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<p><b>Fourth Resolution</b></p> <p>THAT, subject to the First Resolution being duly approved, the issue and allotment of new ordinary shares of no par value in the capital of PBL to the shareholders of the Company whose names appear in the share register of the Company on the Record Date (as defined in the document witnessing the Scheme), other than CICL, in accordance with the terms of the Scheme, be and are hereby approved, and that such shares shall, upon completion of the Scheme, be listed on the Official List of the Stock Exchange of Mauritius Ltd.</p>			
<p><b>Fifth Resolution</b></p> <p>THAT, subject to the First Resolution being duly approved, the Board of Directors of the Company be and is hereby authorised and instructed to take all such actions, execute all such documents, and do all such things as may be necessary or desirable to give effect to the Second and Third Resolutions.</p>			
<p><b>Sixth Resolution</b></p> <p>THAT, subject to the foregoing resolutions being duly approved, the secretary and the directors of the Company be and are hereby authorised and instructed to do all such things and undertake all such acts as may be required to give effect to the foregoing resolutions including making appropriate filings with the Registrar of Companies.</p>			
<p><b>Seventh Resolution</b></p> <p>THAT any and all actions heretofore taken for and on behalf of the Company by any of its directors or company secretary of the Company in connection with the foregoing resolutions be and hereby are ratified, confirmed and approved.</p>			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

\_\_\_\_\_  
Signature(s)

**NOTES:**

1. A shareholder may appoint a proxy of his own choice.
2. If the appointor is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
3. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
4. If this form is returned without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting.
5. To be valid, this form must be completed and deposited at the Share Registry and Transfer Office of the Company, **DTOS Registry Services Ltd, 3<sup>rd</sup> Floor, Eagle House, 15A Wall Street, Ebène, 72201, Mauritius by Wednesday 29 April 2026 at 11:30 a.m.** and in default, the instrument of proxy shall not be treated as valid.