NOTICE OF SPECIAL MEETING

EMTEL

TO THE SHAREHOLDERS OF EMTEL LIMITED

Notice is hereby given that a **Special Meeting of the Shareholders ("Meeting")** of **Emtel Limited ("the Company" or "Emtel")** will be held on the **16th October 2026 at 10:30 hours** at Emtel Limited, **EmtelWorld, 10, Ebene Cybercity, Ebene 72201, Republic of Mauritius** for the purpose of considering and if thought fit, passing the following resolution by way of special resolution:

WHEREAS Clause 7.6 of the present Constitution of the Company as approved by the Shareholders of the Company on 24th April 2024, reads as follows:

*"7.6. **Shares issued in lieu of Dividend***

Subject to -

a) *the right to receive Shares, wholly or partly, in lieu of the proposed dividend or proposed future dividends having been offered to all Shareholders of the same Class on the same terms;*

b) *where all Shareholders elected to receive the Shares in lieu of the proposed dividend, relative voting or distribution rights, or both, would be maintained;*

c) *the Shareholders to whom the right is offered being afforded a reasonable opportunity of accepting it;*

d) *the Shares issued to each Shareholder being issued on the same terms and subject to the same rights as the Shares issued to all Shareholders in that Class who agree to receive the Shares; and*

e) *the provisions of section 56 of the Act being complied with by the Board,*

the Board may issue Shares to any Shareholder who have agreed to accept the issue of Shares, wholly or partly, in lieu of a proposed dividend or proposed future dividends".

RESOLUTION TO BE VOTED AS SPECIAL RESOLUTION

To amend the said Clause 7.6 of the Constitution of the Company to henceforth read as follows:

"7.6 **Shares issued in lieu of Dividend**

Notwithstanding Clause 7.2 and subject to -

a) the right to receive Shares, wholly or partly, in lieu of the proposed dividend or proposed future dividends having been offere to all Shareholders of the same Class on the same terms;

b) where all Shareholders elected to receive the Shares in lieu of the proposed dividend, relative voting or distribution rights, or both, would be maintained;

c) the Shareholders to whom the right is offered being afforded a reasonable opportunity of accepting it;

d) the Shares issued to each Shareholder being issued on the same terms and subject to the same rights as the Shares issued to all Shareholders in that Class who agree to receive the Shares; and

e) the provisions of section 56 of the Act being complied with by the Board,

the Board may, without the passing of any resolution of the Shareholders, issue Ordinary Shares to any Shareholder who have agreed to accept the issue of Ordinary Shares, wholly or partly, in lieu of a proposed dividend or proposed future dividends on their Ordinary Shares."

Emtel Ltd, EmtelWorld, 10 Ebene Cybercity, Ebene 72201, Republic of Mauritius. (230) 5729 5400 (230) 654 1010 emtel@emtel.com www.emtel.com

NOTICE OF ANNUAL MEETING

EMTEL

SPECIAL RESOLUTION

RESOLVED that Clause 7.6 of the Constitution of the Company be amended to henceforth read as follows:

"7.6 Shares issued in lieu of Dividend

Notwithstanding Clause 7.2 and subject to -

a) *the right to receive Shares, wholly or partly, in lieu of the proposed dividend or proposed future dividends having been offered to all Shareholders of the same Class on the same terms;*

b) *where all Shareholders elected to receive the Shares in lieu of the proposed dividend, relative voting or distribution rights, or both, would be maintained;*

c) *the Shareholders to whom the right is offered being afforded a reasonable opportunity of accepting it;*

d) *the Shares issued to each Shareholder being issued on the same terms and subject to the same rights as the Shares issued to all Shareholders in that Class who agree to receive the Shares; and*

e) *the provisions of section 56 of the Act being complied with by the Board,*

the Board may, without the passing of any resolution of the Shareholders, issue Ordinary Shares to any Shareholder who have agreed to accept the issue of Ordinary Shares, wholly or partly, in lieu of a proposed dividend or proposed future dividends on their Ordinary Shares."

Dated 22^{nd} September 2026

By Order of the Board

Currimjee Secretaries Limited
Per Mr. Ramanuj Nathoo
(Secretary)

NOTES:

a) A shareholder of the Company entitled to attend and vote at this Special Meeting of Shareholders may appoint a proxy to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company.

b) The proxy form, duly signed, to be effective, must be deposited at the Share Registry of the Company, M.C.B. Registry and Securities Ltd, Sir William Newton Street, Port Louis, Mauritius, not less than 24 hours before the date of the Meeting, and in default, the instrument of proxy shall not be treated as valid.

c) For the purpose of this Special Meeting of Shareholders, 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 17^{th} September 2026.

This notice is issued pursuant to the Listing Rules of the SEM and Rule 14(a) of the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007.

The Board of Directors of Emtel Limited accepts full responsibility for the accuracy of the information contained in this Notice of Special Meeting of Shareholders.

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