Notice of Annual Meeting

Notice is hereby given that the **Annual Meeting of the shareholders of TERRA Mauricia Ltd ('Terra')** will be held at **The Terrace, Head Office**, Beau Plan Business Park, Pamplemousses, on **FRIDAY DECEMBER 18, 2026 at 3.00 p.m.** to transact the following business:

1. To consider the Annual Report for the year ended December 31, 2025.

2. To receive the report of the auditors on the audited financial statements of Terra for the year ended December 31, 2025.

3. To consider and approve the audited financial statements of Terra for the year ended December 31, 2025.

   Ordinary Resolution

   "Resolved that the audited financial statements of Terra Mauricia Ltd for the year ended December 31, 2025 be and are hereby approved".

4. To consider and approve by way of Ordinary Resolutions pursuant to clause 32 of the amended and restated constitution of Terra, the following matters pertaining to Terragri Ltd ('Terragri'):

   4.1 the audited financial statements of Terragri for the year ended December 31, 2025.

   Ordinary Resolution

   "Resolved that the audited financial statements of Terragri for the year ended December 31, 2025 be and are hereby approved".

   4.2 the re-election, pursuant to Clause 20.3 of the constitution of Terragri, of the following persons as Directors of Terragri (as separate resolutions):
   (i) Mr Alexis Harel
   (ii) Mr Stéphane Chasteau de Balyon.

   Ordinary Resolution

   "Resolved that the following persons be and are hereby re-elected as Directors of Terragri (as separate resolutions):
   (i) Mr Alexis Harel
   (ii) Mr Stéphane Chasteau de Balyon".

   4.3 the election of Mr Henri Harel as Director of Terragri.

   Ordinary Resolution

   "Resolved that Mr Henri Harel be and is hereby elected as Director of Terragri".

   4.4 the re-appointment of the auditors of Terragri, BDO & Co, under section 200 of the Companies Act 2001 and the authorisation by way of Ordinary Resolution to the Board of Terragri to fix their remuneration.

   Ordinary Resolution

   "Resolved that the re-appointment of the auditors, BDO & Co, under section 200 of the Companies Act 2001 be and is hereby noted and that the Board of Terragri be and is hereby authorised to fix their remuneration."

5. To authorise by way of Ordinary Resolution the Board of Directors of Terra in its capacity as representative of Terra, the sole shareholder of Terragri, to implement the resolutions referred to at paragraphs 4.1 to 4.4 above at the Annual Meeting of Terragri.

   Ordinary Resolution

   "Resolved that the Board of Terra, in its capacity as representative of Terra, the sole shareholder of Terragri, be and is hereby authorised to implement the resolutions passed pursuant to paragraphs 4.1 to 4.4 above at the Annual Meeting of Terragri."

6. To consider and approve by way of Ordinary Resolutions the following matters pertaining to Terra:

   6.1 the re-election, pursuant to Clause 20.3 of the amended and restated constitution of Terra, of the following persons as Directors of Terra (as separate resolutions):
   (i) Mr Alexis Harel
   (ii) Mr Stéphane Chasteau de Balyon.

   Ordinary Resolution

   "Resolved that the following persons be and are hereby re-elected as Directors of Terragri (as separate resolutions):
   (i) Mr Alexis Harel
   (ii) Mr Stéphane Chasteau de Balyon".

   6.2 the re-election pursuant to clauses 20.2 and 20.5.4 of the amended and restated constitution of Terra of Mrs Françoise Ip Wan Shek who, retiring by rotation, offer herself for re-election as Director of Terra:

   "Resolved that Mrs Françoise Ip Wan Shek be and is hereby re-elected as Director of Terra."

   6.3 the election of Mr Henri Harel as Director of Terra in replacement of Mr Thierry de Labauve d'Arifat who, retiring by rotation, did not offer himself for re-election.

   Ordinary Resolution

   "Resolved that Mr Henri Harel be and is hereby elected as Director of Terra".

   6.4 to fix for the period starting from July 01, 2026 and ending on June 30, 2027, the fees of (i) the Directors of Terra at MUR 60,000 per month and MUR 36,000 per Board sitting; and (ii) the Chairperson of Terra at MUR 120,000 per month and MUR 72,000 per Board sitting, pursuant to clause 23.1 of the amended and restated constitution of Terra.

   Ordinary Resolution

   "Resolved that the fees for the period from July 01, 2026 to June 30, 2027 be and are hereby fixed at MUR 60,000 per month and MUR 36,000 per Board sitting for the Directors of Terra; and MUR 120,000 per month and MUR 72,000 per Board sitting for the Chairperson of Terra."

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7. To take note of the re-appointment of the auditors, BDO & Co, under section 200 of the Companies Act 2001 and authorise by way of Ordinary Resolution the Board of Terra to fix their remuneration.

   Ordinary Resolution

   "Resolved that the re-appointment of the auditors, BDO & Co, under section 200 of the Companies Act 2001 be and is hereby noted and that the Board of Terra be and is hereby authorised to fix their remuneration."

8. Question time.

By order of the Board
Terra Services Ltd
Secretary

Dated this November 11, 2026

Notes:

a. A shareholder of Terra entitled to attend and vote at this meeting may appoint a proxy (whether a shareholder or not) to attend and vote on his behalf, or may cast his vote by post.

b. The appointment of proxy must be made in writing on the enclosed form and the document should reach the registered office of Terra, Beau Plan Business Park, Pamplemousses 21001, not less than twenty-four (24) hours before the time of holding the meeting, and in default, the instrument of proxy shall not be treated as valid. Any power of attorney or instrument under which the proxy is signed or notarially certified must be produced before the start of the meeting.

c. The notice for casting a postal vote must be made in writing on the enclosed form and sent to the attention of Mr Louis Denis Koenig, the person authorised by the Board of Directors of Terra to receive and count the postal votes at the Annual Meeting. The document should reach the registered office of Terra, Beau Plan Business Park, Pamplemousses 21001, not less than forty-eight (48) hours before the time of holding the meeting, and in default, the notice of postal vote shall not be treated as valid.

d. For the purpose of the above Annual Meeting, the Directors have resolved, in compliance with section 120 (3) of the Companies Act 2001, that the shareholders who are entitled to receive notice of the meeting and attend the meeting shall be those shareholders whose names are registered in the share register of Terra as at November 20, 2026.

e. According to the Practice Direction No 2 of 2022 issued by the Registrar of Companies, the annual report and the financial statements which companies have the obligation to send to their shareholders may be in any electronic version or in any electronic format. The Board has consequently elected to provide the annual report and financial statements of Terra in electronic format. You will accordingly have access to your annual report by scanning the QR code below. Should you nevertheless wish to receive, free of charge, a hard copy of the Annual Report 2025, which includes the financial statements, please send a request either by email on secretariat@terra.co.mu, through the website or by phone on 204 08 08 to Terra Services Ltd, Beau Plan Business Park, Pamplemousses.

f. The audited financial statements of Terragri for the year ended December 31, 2025 are available for inspection during normal business hours at the registered office of Terra, Beau Plan Business Park, Pamplemousses.

g. A short biographic note on each Director, including those proposed to be elected or re-elected, can be found below or in the Annual Report, as well as on Terra's website at www.terra.co.mu.

New appointment:
Henri Harel (65)
First appointed to the Board in 2011. Retired as Executive Director on December 31, 2024
ACIS (South Africa)

Auditor at De Ravel, Boulle, Saad & Wyman (Chartered Accountants)
1981-1984
Internal Auditor at Toyota SA Manufacturing
1984-1988
Financial Accountant at Amalgamated Beverage Industries (Coca-Cola South Africa)
1988-1990
Financial Controller at Société de Gérance de Mon Loisir
1991-1996
Financial Controller and then Group Chief Finance Officer and Executive Committee member at Terra
1997-2024

Please scan the QR code to have access to the Annual Report 2025

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