

## ENL LIMITED | NOTICE OF MEETING

Notice is hereby given that the Annual Meeting of shareholders of ENL Limited will be held at The Pod, Vivéa Business Park, Moka, on 30 March 2022 at 09:00 a.m., to transact the following business:

1. To elect one Director, namely Mr Gilbert 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 I.**

*"Resolved that Mr Gilbert 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 Simon-Pierre Rey, 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 II.**

*"Resolved that Mr Simon-Pierre Rey 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 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 III.**

*"Resolved that Mr 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 Jean Noël 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 IV.**

*"Resolved that Mr Jean Noël 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 V.**

*"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



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

Date: 2 March 2022

**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 2 March 2022.*
- *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 2025640.*
- *Given the prevailing sanitary protocols, shareholders are encouraged to exercise their right to vote at the Annual Meeting by casting a postal vote (as enclosed). The postal vote form can also be downloaded from the website of the Company.*
- *This Notice is issued pursuant to Rule 14(a) of the Securities (Disclosure Obligations of Reporting Issuers) Rule 2007.*
- *The Board of ENL Limited accepts full responsibility for the accuracy of the information contained in this Notice.*

## PROFILES OF DIRECTORS

### PROPOSED FOR RE-ELECTION/ELECTION/RE-APPOINTMENT

#### Gilbert Espitalier-Noël

(Born in 1964)

##### Non-Executive Director

- **Appointed as Director (amalgamated Company):** January 2019
- **Qualifications:** BSc University of Cape Town, BSc (Hons) Louisiana State University and MBA INSEAD.
- **Professional Journey:**
  - CEO of New Mauritius Hotels Limited since 2015
  - Past Executive Director of ENL Group and CEO of ENL Property Limited
  - Past Operations Director of Eclasia Group
  - Past President of the Mauritius Chamber of Commerce and Industry, the Mauritius Chamber of Agriculture, the Joint Economic Council and the Mauritius Sugar Producers Association; past Vice-President of the Mauritius Export Association.
- **Skills :**
  - In-depth knowledge and extensive experience of operations in ENL's key sectors of activity.
  - A people's person, skilled at creating high-performing teams.
  - Strong proponent of entrepreneurship, innovation, and initiative.
  - Staunch advocate of, and extensive experience in, public-private partnership for economic stewardship.
  - Sound understanding of the business dynamics in Mauritius.

#### Simon-Pierre Rey

(Born in 1952)

##### Independent Non-Executive Director

- **Appointed as Director (amalgamated Company):** January 2019
- **Qualifications:** BA (Honours) in Economics and Chartered Accountant (UK)
- **Committee:** Member of the Audit and Risk Management Committee
- **Professional Journey:**
  - Retired from IBL Group after 27 years of service
  - Occupied the post of Group Finance Director/Controller, Company Secretary and Chief Operating Officer at Ireland Blyth Limited (now IBL Limited)
  - Past Board Member, and Board Committee member, of various IBL companies, namely the Audit and the Corporate Governance Committees.
  - For period 2014-2019, was a Non-Executive Director, Chairperson of the Conduct Review Committee, member of the Audit Committee and of the Nomination and Remuneration Committee of MCB Ltd.
- **Skills:**
  - Significant financial management expertise with a commercial track record
  - Good governance knowledge with an independent mindset and commitment
  - Strong advocate of relationships building
  - Proponent of the social role of business

#### Gérard Espitalier Noël, C.S.K., C.O.N.M.

(Born in 1946)

##### Non-Executive Director

- **Appointed as Director (amalgamated Company):** January 2019
- **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 materialization 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

#### Jean Noël Humbert

(Born in 1949)

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

- **Appointed as Director (amalgamated Company):** January 2019
- **Qualifications:** Honours Degree in Agriculture
- **Committee:** Chairman of the Corporate Governance Committee
- **Professional Journey:**
  - Retired from Eclasia Group in September 2021 where he has previously served for more than 20 years in different managerial and executive positions.
  - 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