

Annex 2

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

(ORDINARY SHARES)

Notice is hereby given that a Special Meeting of Ordinary Shareholders of Ascencia Limited (the 'Company') will be held **via an online platform** on Wednesday 28 July 2021 at 10h00 to transact the following business:

1. To consider and if thought fit approve the following resolution as a special resolution:

Special Resolution I

Resolved that the cancellation of the Ordinary shares of the Company on the Development and Enterprise Market (DEM) of the Stock Exchange of Mauritius Ltd (SEM) be and is hereby approved.

2. Subject to Special Resolution I being passed, to consider and if thought fit approve the following resolution as a special resolution:

Special Resolution II

Resolved that the board of directors of the Company be and is hereby authorised to take all actions as may be required to give effect to the Special Resolution I above and to take the necessary actions to apply for the listing of the Ordinary Shares of the Company on the Official List of the SEM.

3. To consider and if thought fit approve the following resolution as a special resolution:

Special Resolution III

Resolved that the Secretary of the Company be and is hereby instructed to do all such things and undertake all such acts as may be required to give effect to the Special Resolutions I and II above.

4. Subject to Special Resolutions I and II being passed, to consider and if thought fit approve the following resolution as a special resolution:

Special Resolution IV

Resolved that the constitution of the Company dated 06 November 2008 and subsequently amended on 11 March 2009, 18 October 2013, 30 May 2014 and 30 October 2019 be hereby revoked, pursuant to Section 44 of the Companies Act 2001.

5. Subject to Special Resolution IV being passed, to consider and if thought fit approve the following resolution as a special resolution:

Special Resolution V

Resolved that the constitution of the Company duly signed by Mr. Frederic Tyack, the Chief Executive of the Company, on 18 June 2021 and certified by Mrs. Anouchka Appanah, Barrister At Law, as per the certificate dated 18 June 2021, be hereby adopted as the new constitution of the Company.

6. To consider and if thought fit approve the following resolution as a special resolution:

Special Resolution VI

Resolved that the "Class A ordinary shares" of the Company be renamed to "Ordinary Shares".

By order of the Board

Secretary

10 June 2021

Note 1: Your vote counts. An Ordinary Shareholder of the Company entitled to attend and vote at this meeting may appoint a proxy by way of the proxy form (in the case of an individual shareholder) or a representative by way of a corporate resolution (in the case of a shareholder company), whether a shareholder of the Company or not, to attend and vote on his/her/its behalf.

Note 2: The proxy form appointing a proxy or the corporate resolution appointing a representative should reach the Secretary, Ascencia Limited, 5th floor, Rogers House, No. 5 President John Kennedy Street, Port-Louis or on legal@rogers.mu by Tuesday 27 July 2021 at 10h00.

Note 3: The directors of the Company have resolved that, for the purposes of this Special Meeting of Ordinary Shareholders and in compliance with Section 120(3) of the Companies Act 2001, only those Ordinary Shareholders whose names are registered in the Class A share register of the Company as at Monday 28 June 2021 would be entitled to receive this Notice and would accordingly be allowed to attend to and vote at this meeting.

Note 4: In accordance with the National Code of Corporate Governance for Mauritius (2016), the proxy report and voting results of this meeting will be published on the website of the Company by Thursday 29 July 2021 or as soon as reasonably practicable thereafter.

Note 5: In the event that this meeting cannot be held on Wednesday 28 July 2021 due to a cyclone warning Class III or IV being in force in Mauritius or an extreme weather event* or a general power cut, the meeting shall be held on the business day immediately following the day when the cyclone or the extreme weather condition warning has been removed, at the same time and place.

[* An 'extreme weather event' means torrential rain, flood, flash flood, high waves, storm surge and includes any other weather condition likely to endanger life or property in the vicinity of the venue of such meeting.]

Note 6: Shareholders will have to write to MCB Registry & Securities Ltd on email address contact.rs@mcbcm.mu to obtain the online details to join the meeting via the online platform. Shareholders (individual and corporate) and/or their proxies will have to produce a valid National Identity Card in order to be admitted to the meeting. Any bondholder who did not receive access details forty-eight hours before the start of the meeting should call MCB Registry & Securities Ltd on 202-5640.