



NOTICE OF MEETING

Notice is hereby given that the Annual Meeting of the Shareholders of MCB Group Limited (the 'Company') will be held at the MCB Ltd Auditorium, 3rd Floor, MCB St Jean, St Jean Roundabout, Quatre Bornes on Friday 17th November 2023 at 10.30 am.

AGENDA

1. To consider the Annual Report of the Company for the year ended 30th June 2023.
2. To receive the Auditor's report.
3. To consider and approve the Group's and the Company's Financial Statements for the year ended 30th June 2023.
4. To re-elect as Director of the Company Mrs Karuna Bhoojedhur-Obeegadoo* who retires by rotation and, being eligible, offers herself for re-election in accordance with the Constitution of the Company.
5. To re-elect as Director of the Company Mr Stephen Davidson* who retires by rotation and, being eligible, offers himself for re-election in accordance with the Constitution of the Company.
6. To re-elect as Director of the Company Mr Michael Lising* who retires by rotation and, being eligible, offers himself for re-election in accordance with the Constitution of the Company.
7. To re-elect Mr Jean-Philippe Coulier* as Director of the Company in accordance with Section 138 (6) of the Companies Act 2001 to hold office as Director of the Company until the next Annual Meeting of Shareholders.
8. To re-elect Mr Didier Harel* as Director of the Company in accordance with Section 138 (6) of the Companies Act 2001 to hold office as Director of the Company until the next Annual Meeting of Shareholders.
9. To elect as Director of the Company, Mr Cédric Jeannot* who was appointed by the Board of Directors on 1st June 2023.
10. To elect Mrs Maya Makanjee** as Director of the Company in replacement of Mr Alain Rey.
11. To fix the Directors' remuneration.
12. To appoint Deloitte as auditors of the Company for the financial year ending 30th June 2024 and to authorise the Board of Directors to fix their remuneration.

BY ORDER OF THE BOARD

MCB Group Corporate Services Ltd

Company Secretary

19th October 2023

* The profiles of the Directors proposed for election/re-election are set out on pages 109-114 of the Annual Report 2023.

** The profile of the new Director to be elected is set out at the verso of this Notice of Meeting.

Notes:

1. Should you be unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote in your stead. A proxy need not be a member of the Company. All instruments appointing a proxy must be deposited at MCB Registry & Securities Ltd, Raymond Lamusse Building, Sir William Newton Street, Port Louis, not later than twenty-four hours before the day fixed for the holding of the meeting.
2. For the purpose of this meeting and in compliance with Section 120 of the Companies Act 2001, the shareholders who are entitled to receive notice and attend the meeting shall be those shareholders whose names are registered in the Company's register as at 19th October 2023.
3. The minutes of proceedings of the Annual Meeting of the Shareholders held on 17th November 2022 are available for inspection at the Registered Office of the Company during normal office hours.

PROFILE OF PROPOSED NEW DIRECTOR

Mrs Maya Makanjee – Age 61 (Non- Resident)

Qualifications

BA Fine Arts (University of Mumbai), BCom (University of KwaZulu-Natal), MBL (cum laude) (University of South Africa)

Skills and Experience

Maya is a seasoned non-executive director, serving on the boards of public and private companies as well as non-profit organisations. She currently chairs the board of Datatec Limited, and is a director on the boards of Mpact Limited, Ellies Holdings Limited, Cell C Limited, the AIG South Africa Group and the Nelson Mandela Foundation.

In her executive career, Maya has held leadership positions in the telecommunications, financial services, consulting and fast-moving consumer goods industries. She has held directorships in human resources, marketing communication, corporate affairs and reputation management, strategy, and business re-engineering and has extensive experience in Southern African Development Community ("SADC") countries, as well as in some markets in Asia.

She was previously an executive director of Vodacom (Pty) Ltd, Nestlé South Africa (Pty) Ltd and SABMiller (Africa and Asia), Chair of the Vodacom Foundation South Africa and a board member of World Wide Fund for Nature.