

## NOTICE OF SPECIAL MEETING TO SHAREHOLDERS

Notice is hereby given that, by an Order dated 9 October 2017 (SC/COM/MOT/001318/2017), the Supreme Court has directed a Special Meeting of the shareholders of **Alteo Limited** (the "Company") to be convened for the purpose of considering a Scheme of Arrangement (the "Scheme") and that such meeting shall be held at **Hennessy Park Hotel, Ebony 2 Conference Room, 65 Ebène Cybercity, 72201 Ebène, on Thursday 14 December 2017 at 11.30 am.**

The Resolutions to be voted by the shareholders of the Company are set out below.

### PROPOSED RESOLUTIONS

#### ORDINARY RESOLUTION

##### FIRST RESOLUTION

"That the steps taken and resolutions passed by CK (Secretaries) Ltd, as sole shareholder of Alteo Group Ltd, for the implementation of the Scheme, namely:

- a) approve the Scheme;
- b) increase the issued capital of Alteo Group Ltd by granting authorisation to the board of directors of Alteo Group Ltd, pursuant to section 55 of the Companies Act 2001, to enter into an exchange, on a one to one basis, of newly issued ordinary shares in Alteo Group Ltd for shares in Alteo Limited as at the close of business on 26 March 2018 (or such other date as will be determined following the Petition and Court Order sanctioning the Scheme);
- c) approve the exchange of the shares acquired in Alteo Limited as a result of step (b) above for shares to be issued by Alteo Group Ltd; and
- d) conditional upon the Scheme becoming effective:
  - i. adopt the Constitution of Alteo Group Ltd;
  - ii. buy back and cancel the shares issued for the purposes of incorporation of Alteo Group Ltd, and currently held by CK (Secretaries) Ltd;
  - iii. change the name of Alteo Group Ltd to Alteo Limited;
  - iv. appoint the board of directors of Alteo Group Ltd;
  - v. approve the remuneration of directors of Alteo Group Ltd;
  - vi. confirm the listing of 318,492,120 ordinary shares of Alteo Group Ltd on the Official Market of the Stock Exchange of Mauritius by way of an introduction;
  - vii. approve the delisting of Alteo Limited on the Official Market of the Stock Exchange of Mauritius; and
  - viii. confirm the Information Memorandum and Listing Particulars issued by Alteo Limited,

be approved."

#### NOTES:

1. A copy of the Scheme and of the Listing Particulars, as well as a proxy form, have been sent to the shareholders. The latter documents are also available at the registered office of the Company, Vivéa Business Park, 81430 Saint Pierre, and on its website.
2. A shareholder of the Company, entitled to attend and vote at this Special Meeting, may appoint a proxy of his/her own choice to attend and vote on his/her behalf. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or any general power of attorney shall be deposited at the Share Registry and Transfer Office of the Company, MCB Registry & Securities Ltd, 2nd Floor, MCB Centre, 9-11, Sir William Newton Street, 11328 Port-Louis, not less than twenty-four (24) hours before the start of the Meeting and in default, the instrument of proxy shall not be treated as valid.
4. For the purpose of this Special 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 shall be those shareholders whose names are registered in the share register of the Company as at 15 November 2017.

#### SPECIAL RESOLUTIONS

##### SECOND RESOLUTION

"That the Scheme of Arrangement pursuant to sections 261 to 264 of the Companies Act 2001, which shall consist of the exchange by the shareholders of Alteo Limited of their shares held in Alteo Limited as at the close of business on 26 March 2018 (or such other date as will be determined following the Petition and Court Order sanctioning the Scheme) for the same number of ordinary shares in Alteo Group Ltd in a one to one ratio be approved."

##### THIRD RESOLUTION

"That subject to the Scheme becoming effective, the change of name from 'Alteo Limited' to 'Alteo Agri Ltd' be approved."

##### FOURTH RESOLUTION

"That subject to the Scheme becoming effective, the revocation of the existing Constitution of the Company and the adoption of a new constitution of Alteo Agri Ltd, which includes Reserved Matters, be approved."

#### ORDINARY RESOLUTION

##### FIFTH RESOLUTION

"That subject to the Scheme becoming effective, the assignment by Alteo Limited to Alteo Group Ltd of the MUR 5,000,000,000 Multicurrency Note Programme under the terms of the Programme Memorandum dated 29 May 2013, and the Supplement thereto dated 21 April 2016, the Alteo Notes and the MCB Loan (as defined in the Information Memorandum), as well as the inscription of a new first ranking fixed charge by Alteo Limited in guarantee of the Notes assigned to Alteo Group Ltd over the very same properties subject to the present fixed charge and a new floating charge on the assets of Alteo Group Ltd be approved."

#### By Order of the Board

Kate M. Li Kwong Wing  
Company Secretary  
15 November 2017