

TERRA MAURICIA LTD (the "Company")

Proxy/Casting Postal Vote Form*

APPOINTMENT OF PROXY*

(see notes a, b and c overleaf)

I/We _____

of _____

being shareholder/s of the above-named company hereby appoint

of _____

or failing him/her,

of _____

or the Chairperson as my/our proxy to vote for me/us at the Annual Meeting of the Company to be held on Tuesday 26 September 2023 and at any adjournment thereof. The proxy will vote on the under-mentioned resolutions, as indicated below:

CASTING POSTAL VOTES*

(see note b and d overleaf)

I/We _____

of _____

being shareholder/s of the above named company desire my/our vote/s

to be cast as indicated on the under-mentioned resolutions at the

Annual Meeting of the Company to be held on Tuesday 26 September

2023 and at any adjournment thereof:

	FOR	AGAINST	ABSTAIN
Resolution 3			
Resolved that the audited financial statements of Terra Mauricia Ltd for the year ended 31 December 2022 be and are hereby approved.	_____	_____	_____
Resolution 4.1			
Resolved that the audited financial statements of Terragri Ltd for the year ended 31 December 2022 be and are hereby approved.	_____	_____	_____
Resolution 4.2			
Resolved that Mr Didier Harel be and is hereby re-elected as Director of Terragri to hold office until the next Annual Meeting of Terragri.	_____	_____	_____
Resolution 4.3			
Resolved that the following persons be and are hereby re-elected as Directors of Terragri (as separate resolutions):			
(i) Mr Dominique de Froberville	_____	_____	_____
(ii) Mr Pascal Raffray.	_____	_____	_____
Resolution 4.4			
Resolved that Mrs Françoise Ip Wan Shek be and is hereby elected as Director of Terragri.	_____	_____	_____
Resolution 4.5			
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.	_____	_____	_____
Resolution 5			
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 4.5 above at the Annual Meeting of Terragri.	_____	_____	_____

* Please fill in either the proxy section or the postal vote one, but not both.

FOR

AGAINST

ABSTAIN

Resolution 6.1

Resolved that Mr Didier Harel be and is hereby re-elected as Director of Terra to hold office until the next Annual Meeting of Terra.

Resolution 6.2

Resolved that the following persons be and are hereby re-elected as Directors of Terra (as separate resolutions):

(i) Mr Alexis Harel

(ii) Mr Pascal Raffray.

Resolution 6.3

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

Resolution 6.4

Resolved that the fees for the period from 01 July 2023 to 30 June 2024 be and are hereby fixed at MUR 45,400 per month and MUR 27,250 per Board sitting for the directors of Terra; and MUR 90,750 per month and MUR 54,450 per Board sitting for the Chairperson of Terra.

Resolution 7

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.

Signed this _____ day of _____ 2023.

Signature(s)

Notes:

- a. If this form is signed and returned without any indication as to how the proxy shall vote, he/she will exercise his/her discretion both as to how he/she votes and whether or not he/she abstains from voting.
- b. According to law, an abstention is not considered as a vote and will not be counted in the calculation of the proportion of votes for or against a resolution.
- c. To be effective, this form of proxy should reach the registered office of the Company, Beau Plan Business Park, Pamplemousses 21001, not less than twenty-four (24) hours before the time of holding the meeting. Any power of attorney or instrument under which the proxy is signed or notarially certified must be produced before the start of the meeting.
- d. To be effective, this notice of postal vote should be sent to the attention of Mr Louis Denis Koenig, the person authorised by the Board of directors of the Company to receive and count the postal votes at the Annual Meeting and should reach the registered office of the Company, Beau Plan Business Park, Pamplemousses 21001, not less than forty-eight (48) hours before the time of holding the meeting.