

NOTICE OF MEETING

Notice is hereby given that the Annual Meeting of the Shareholders of MCB Group Limited will be held at the MCB Ltd Auditorium, 3rd Floor, MCB St Jean, St Jean Roundabout, Quatre Bornes on Wednesday 9th December 2020 at 10.30 am.

AGENDA

1. To consider the Annual Report of the Company for the year ended 30th June 2020.
2. To receive the Auditors' report.
3. To consider and approve the Group's and the Company's Financial Statements for the year ended 30th June 2020.
4. To re-elect as Director of the Company Mr Pierre Guy Noël* who retires by rotation and, being eligible, offers himself for re-election in accordance with the Constitution of the Company.
5. To re-elect as Director of the Company Mr Alain Rey* who retires by rotation and, being eligible, offers himself for re-election in accordance with the Constitution of the Company.
6. To re-elect Mr Jean-Jacques Dupont de Rivalz de St Antoine* who retires by rotation and, being eligible, offers himself for re-election in accordance with the Constitution of the Company and with Section 138 (6) of the Companies Act 2001 to hold office as Director of the Company until the next Annual Meeting of Shareholders.
7. To elect Mr Jean-Philippe Coulier** as Director of the Company and 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, in replacement of Mr Jean-Louis Mattei.
8. To elect Mr Stephen Davidson** as Director of the Company in replacement of Mr Sunil Banymandhub.
9. To fix the Directors' remuneration.
10. To appoint Deloitte as auditors of the Company for the financial year ending 30th June 2021 and to authorise the Board of Directors to fix their remuneration.

BY ORDER OF THE BOARD

MCB Group Corporate Services Ltd

Company Secretary
13th November 2020

* The profiles of the Directors proposed for re-election are set out on pages 108-112 of the Annual Report 2020.

** The profiles of the new Directors to be elected are set out at the verso of this Notice of Meeting.

Notes:

1. In accordance with the Practice Directions recently issued by the Registrar of Companies on the sending of Annual Reports, we wish to inform you that the Annual Report 2020 of the Company can be viewed on the Company's website www.mcbgroup.com. Shareholders may request a hard copy of the Annual report to the Company Secretary by sending (i) an email on corporateservices@mcbgcs.mu or (ii) a letter on the following address: **MCB Group Corporate Services Ltd, 6th floor, MCB Centre, Sir William Newton Street, Port Louis.**
2. 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.
3. 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 10th November 2020.
4. The minutes of proceedings of the Annual Meeting of Shareholders held on 15th November 2019 are available for inspection at the Registered Office of the Company during normal office hours.

PROFILES OF PROPOSED NEW DIRECTORS

Mr Jean-Philippe Coulier - Age 71

Jean-Philippe Coulier holds a 'Diplôme d'Études Supérieures en Droit' and 'Diplôme de l'Institut d'Études Politiques de Paris' (France). During his career, Jean-Philippe has accumulated extensive experience in the banking sector, having worked for the Société Générale Group for some 40 years. Over this period, he has assumed a range of high-level responsibilities within the group, acting as Director, Chief Operating Officer and Chief Executive Officer in its various offices based worldwide. Before his retirement from Société Générale in early 2013, he was the Vice Chairman and Managing Director of the National Société Générale Bank in Cairo, Egypt. He was appointed Director of The Mauritius Commercial Bank Limited in 2012 and held the chairmanship from 2014 to 2018. In 2018, he was appointed director and Chairperson of Promotion and Development Ltd and Caudan Development Limited. He is also a director of MCB Factors Ltd, MCB Microfinance Ltd and Fincorp Investment Ltd.

Mr Stephen Davidson - Age 65

Stephen Davidson pursued an executive career in Investment Banking and in the Technology, Media & Telecommunications (TMT) sector in the United Kingdom and in the USA. He held Investment Banking roles in Rothschild, Chemical Bank (now JP Morgan) and West LB Panmure, a British corporate and institutional investment bank.

Stephen was the Chief Financial Officer, and then became the Chief Executive Officer of Telewest plc, a cable & broadband internet, telephone carrier & cable television provider, listed on the London Stock Exchange ('LSE').

He has had a vast and rich Non Executive career over the last 20 years, sitting on 14 Boards, of which eleven were listed companies, including two FTSE 100 listed companies, (Immarsat plc and Informa plc), and held multiple Chairmanships of Audit and of Corporate Governance, Nomination & Remuneration Committees.

Stephen is currently the Chairman of three companies, namely:

- Datatec Ltd (headquartered in Johannesburg and listed on the Johannesburg Stock Exchange), which is an international Information, Communications & Technologies (ICT) solutions and services group;
- Actual Experience plc (quoted on the Alternative Investment Market (AIM) of the LSE), a digital experience quality analytics provider; and
- PRS for Music Ltd, a British music copyright collective, undertaking collective rights management for musical works.

He is also a Non-Executive Director of Informa plc (quoted on the LSE), a British multinational publishing, business, intelligence & exhibition group.