ER Group Limited

Notice of Meeting

Notice is hereby given that an Annual Meeting of shareholders of ER Group Limited will be held at The Pod, Vivéa Business Park, Moka, on **04 December 2026 at 09.00 a.m.**, to transact the following business:

As Ordinary Business

1. To consider the Integrated Annual Report for the year ended 30 June 2026.
2. To receive the report of the auditors of the Company.
3. To consider and approve the audited financial statements of the Company for the year ended 30 June 2026.

   Ordinary Resolution I.
   "Resolved that the audited financial statements of the Company for the year ended 30 June 2026 be hereby approved."
4. To elect Mr Hector Espitalier-Noël, who retires by rotation in accordance with Section 22.6 of the Company's constitution and, being re-eligible, offers himself for re-election.

   Ordinary Resolution II.
   "Resolved that Mr Hector Espitalier-Noël be hereby re-elected as Director of the Company in accordance with Section 22.6 of the Company's Constitution."
5. To elect Mr Jean-Pierre Montocchio, who retires by rotation in accordance with Section 22.6 of the Company's constitution and, being re-eligible, offers himself for re-election.

   Ordinary Resolution III.
   "Resolved that Mr Jean-Pierre Montocchio be hereby re-elected as Director of the Company in accordance with Section 22.6 of the Company's Constitution."
6. To elect Mrs Keshwaree Zindel, who retires by rotation in accordance with Section 22.6 of the Company's Constitution and, being re-eligible, offers herself for re-election.

   Ordinary Resolution IV.
   "Resolved that Mrs Keshwaree Zindel be hereby re-elected as Director of the Company in accordance with Section 22.6 of the Company's Constitution."
7. To re-appoint Mr Roger Espitalier Noël, who is over the age of 70 years, to continue to hold office as a Director of the Company until the next Annual Meeting of the Company under Section 138 (6) of The Companies Act 2001.

   Ordinary Resolution V.
   "Resolved that Mr Roger Espitalier Noël be hereby re-appointed as Director of the Company to hold office until the next Annual Meeting of the Company."

8. To re-appoint Mr Vivian Masson, who is over the age of 70 years, to continue to hold office as a Director of the Company until the next Annual Meeting of the Company under Section 138 (6) of The Companies Act 2001.

Ordinary Resolution VI.
"Resolved that Mr Vivian Masson be hereby re-appointed as Director of the Company to hold office until the next Annual Meeting of the Company."

9. To take note of the automatic reappointment of Ernst & Young as auditors for the year ending 30 June 2027 under Section 200 of The Companies Act 2001 and to authorise the Board to fix their remuneration.

Ordinary Resolution VII.
"Resolved that the Board of Directors be authorised to fix the remuneration of Ernst & Young who are being automatically appointed as auditors of the Company under Section 200 of The Companies Act 2001."

As Special Business

10. To approve the alteration of the Constitution of the Company to reflect the change of name of the Company and the related rebranding exercise.

Special Resolution VIII.
"Resolved as a special resolution that, pursuant to section 44 (2) of the Companies Act 2001, the Constitution of the Company be hereby altered:
- by deleting each reference to "NewENLRogers" and replacing it with "ER Group"
- by deleting the reference to "ENL House" and replacing it with "ER House"
- by deleting the references to "ENL and Rogers Secretarial Services Limited" and replacing them with "ER Secretarial Services Limited"
as shown in the following table:

Page	Initial Clause	Altered Clause
Cover Page	CONSTITUTION OF THE COMPANY NEWENLROGERS LIMITED PURSUANT TO THE COMPANIES ACT 2001	CONSTITUTION OF THE COMPANY **ER GROUP** LIMITED PURSUANT TO THE COMPANIES ACT 2001
Page 1	NEW CONSTITUTION OF THE COMPANY NEWENLROGERS LIMITED PURSUANT TO THE COMPANIES ACT 2001	NEW CONSTITUTION OF THE COMPANY **ER GROUP** LIMITED PURSUANT TO THE COMPANIES ACT 2001
Page 7	Company means «NewENLRogers Limited».	Company means «**ER Group** Limited».
Page 12	The name of the Company is "NewENLRogers Limited" and may be changed by passing an Ordinary Resolution.	The name of the Company is "**ER Group** Limited" and may be changed by passing an Ordinary Resolution.
Page 12	The registered office of the Company is situated at ENL House, Vivéa Business Park, Moka, or in such other place as the Board may, from time to time, determine.	The registered office of the Company is situated at **ER** House, Vivéa Business Park, Moka, or in such other place as the Board may, from time to time, determine.

Page	Initial Clause	Altered Clause
Page 39	The instrument appointing a proxy shall be in the following form – NewENLRogers Limited I/we.....	The instrument appointing a proxy shall be in the following form – **ER Group** Limited I/we.....
Page 66	This document comprising pages numbered from 1 to 66 is certified as the Constitution of NewENLRogers Limited.	This document comprising pages numbered from 1 to 66 is certified as the Constitution of **ER Group** Limited.
Page 66	**Preety GOPAUL** For ENL and Rogers Secretarial Services Limited Company Secretary	**Preety GOPAUL** For **ER Secretarial Services Limited** Company Secretary

11. To authorise the Board of Directors to take all actions as may be required to give effect to the foregoing resolutions:

    Ordinary Resolution IX.
    "Resolved that upon adoption of the above resolution, any one of the Directors of the Company or the Secretary of the Company be hereby authorised, for and on behalf of the Company, to do all acts and things ancillary or consequential to the said resolution and to undertake and complete all the necessary filing procedures with the local authorities accordingly to give effect to the above resolution."

Note: The profiles and categories of the directors proposed for re-election are set out in the Integrated Annual Report 2026.

By order of the Board



Preety Gopaul, FCG
For **ER Secretarial Services Limited**
Company Secretary

30 September 2026

NOTES

- A shareholder of the Company entitled to attend and vote at this meeting may:
  - Appoint a proxy (in the case of an individual shareholder) or a representative (in the case of a corporate shareholder and by way of a corporate resolution), whether a shareholder or not, to attend and vote on his/her behalf. Any such appointment must be made in writing on the attached form, and the document deposited at the Share Registry and Transfer Office of the Company, DTOS Registry Services Ltd, 3rd Floor, Eagle House, 15A Wall Street, Ebène, Mauritius, not less than twenty-four (24) hours before the meeting is due to take place.
  - Or, cast their vote by post. The notice for casting a postal vote must be made in writing on the attached form, and the document deposited at the Share Registry and Transfer Office of the Company, DTOS Registry Services Ltd, 3rd Floor, Eagle House, 15A Wall Street, Ebène, Mauritius, not less than forty-eight (48) hours before the time fixed for holding the meeting.

- For the purpose of this Annual Meeting, the Directors have resolved, in compliance with Section 120(3) of the Companies Act 2001, that the shareholders entitled to receive notice of the meeting and attend such meeting shall be those shareholders whose names are registered in the share register of the Company as of 05 November 2026.

- The Annual Meeting of shareholders is an important day in the calendar as it enables the Board to engage with its shareholders on a range of matters concerning the business of the meeting. In addition, it provides a valuable forum for shareholders to ask questions. If it becomes necessary or appropriate to make further changes to the arrangements for the holding of the Annual Meeting, we will ensure that shareholders are given as much notice as possible. Please watch our website for any update or contact our Share Registry on (+230) 404 6000.

- Shareholders are encouraged to exercise their right to vote at the Annual Meeting by casting a postal vote (as enclosed). The postal vote form can also be downloaded from the website of the Company.

- A copy of the Integrated Annual Report is available for inspection between 09.00 a.m. and 05.00 p.m. on working days at the registered office of the Company, ER House, Vivéa Business Park, Moka, Mauritius.

This Communiqué is issued pursuant to Listing Rule 11.16 and Rule 14 of the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007.

The Board of ER Group Limited accepts full responsibility for the accuracy of the information contained in this Notice.