

NOTICE OF ANNUAL MEETING



Notice is hereby given that the Annual Meeting of the Shareholders (the "Meeting") of IPRO Growth Fund Ltd (the "Company") will be held on 20 December 2021 at 10:00 hours, at the Registered Office of the Company, 4th Floor, Ebène Skies, Rue de l'Institut, Ebène, Mauritius to transact the following business in the manner required for passing Ordinary Resolutions:

AGENDA

1. To receive, consider and adopt the Company's Audited Financial Statements for the year ended 30 June 2021, including the Annual Report and the Auditors' Report, in accordance with section 115(4) of the Companies Act 2001.
2. To elect as Director, Mr. Khushhal Khushiram who offers himself for election to hold office until the next Annual Meeting in accordance with Section 138(6) of the Companies Act 2001.
3. To elect Mrs. Sharmila Chakowa who has been nominated as Director by the Board and who offers herself for election.
4. To elect Mr. Lakshmana Bheenick who has been nominated as Director by the Board and who offers himself for election.
5. To re-elect, as Directors of the Company to hold office until the next Annual Meeting, the following persons who offer themselves for re-election (as separate resolutions):
 - (a) Mr. Siong Seng Leung Yin Kow;
 - (b) Mrs. Christine Sauzier;
 - (c) Mr. Stéphane Henry;
 - (d) Ms. Haadjra Motala;
 - (e) Mrs. Samila Sivaramen; and
 - (f) Mr. Philippe Koch.
6. To take note of the automatic re-appointment of Messrs. Ernst & Young as Auditors of the Company in accordance with Section 200 of the Companies Act 2001 and to authorise the Board of Directors to fix their remuneration.
7. To ratify the remuneration paid to the Auditors for the year ended 30 June 2021.

BY ORDER OF THE BOARD

MITCO Corporate Services Ltd

Company Secretary
29 November 2021

NOTES:

- (a) A shareholder of the Company entitled to attend and vote at the Meeting may appoint a proxy, whether a member or not, to attend and vote in his/her stead. A proxy need not be a shareholder of the Company;
- (b) Proxy Forms should reach the Company's Registered Office, MITCO Corporate Services Ltd, 4th Floor, Ebène Skies, Rue de l'Institut, Ebène, not less than 24 hours before the Meeting, and in default, the instrument of proxy shall not be treated as valid;
- (c) Postal votes should reach the Company Secretary, MITCO Corporate Services Ltd, 4th Floor, Ebène Skies, Rue de l'Institut, Ebène, not less than 48 hours before the Meeting, and in default, the postal vote shall not be treated as valid;
- (d) A proxy form and postal vote are included in this Annual Report and are also available at the Registered Office of the Company;
- (e) For the purpose of this Meeting, the shareholders who are entitled to receive notice and attend such Meeting shall be those shareholders whose names are registered in the share register of the Company as at 08 November 2021;
- (f) The minutes of the Annual Meeting held on 27 November 2020 are available for consultation by the shareholders of the Company during normal office hours, at the Registered Office of the Company; and
- (g) The profiles and categories of Directors proposed for re-election are set out under the corporate governance section of the Annual Report.