



Notice is hereby given that the Annual Meeting of the Shareholders of United Docks Ltd ('the Company') will be held on **Monday 08 December 2025 at 11:30 a.m., at Les Suites, The Docks Tower 2, Port Louis,** to transact the following as ordinary and special business

AGENDA

ORDINARY BUSINESS

- 1.To approve the minutes of the last Annual Meeting of the Company held on 09 December 2024.
- 2.To consider the annual report and the report of the auditors, and to adopt the audited financial statements of the Company and of the Group for the year ended 30 June 2025.
- 3.To re-elect the following persons under separate resolutions as directors of the Company to hold office until the next Annual Meeting:
 - (i) Mr. Claude Pierre Nicolas Eynaud
 - (ii) Mr. Antoine Jean Robert Galéa
 - (iii) Mr. Nicolas Marie Edouard Maigrot
 - (iv) Mr. Bhoonesh (Nitin) Pandea
 - (v) Mr. Kuo Hsing (Bernard) WONG PING LUN
 - (vi) Mrs. Sheila Ujoodha
- 4.To ratify the appointment of Mrs. Stephanie Anne Sophie DE LA HOGUE as director of the Company effective as from 03 March 2025.
- 5.In accordance with Section 138(6) of the Companies Act 2001, to re-appoint Mr. Marie Henri Dominique GALÉA as director of the Company to hold office from the date of this Annual Meeting of Shareholders until the next Annual Meeting of the Company.
- 6.In accordance with Section 138(6) of the Companies Act 2001, to re-appoint Mr. Mushtaq Mohamed Omar Noormohamed OOSMAN as director of the Company to hold office from the date of this Annual Meeting of Shareholders until the next Annual Meeting of the Company.
- 7.To take note of the resignation of Mr Joseph Alexis HAREL as director of the Company as from the date of this Annual Meeting of Shareholders and to appoint Mr. Jean Michel Barthelemy COLIN as director of the Company, in replacement of Mr Joseph Alexis HAREL, to hold office from the date of this Annual Meeting of Shareholders until the next Annual Meeting of the Company.
- 8.To take note of the automatic reappointment of Deloitte as external auditors of the Company in compliance with Section 200 of the Companies Act 2001, and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

- 9.To consider and approve the creation of Cumulative Redeemable Preference Shares.

FIRST RESOLUTION TO BE VOTED AS SPECIAL RESOLUTION

Purpose: *To proceed with the creation of new class of shares, to be designated as "Cumulative Redeemable Preference Shares".*

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THAT in accordance with the Constitution of the Company and subject to regulatory approvals, the Company hereby creates a new class of shares, to be designated as "Cumulative Redeemable Preference Shares", with the rights, privileges, limitations and conditions as set out below:

(i) The holders of Cumulative Redeemable Preference Shares shall be entitled:

a) To receive out of the profits of the Company a preferential dividend at an interest rate to be determined by the Directors of the Company and are made out of retained earnings of the company after having made good any accumulated losses.

b) To repayment of capital in priority to any other class of shares. in the event of the winding up of the Company

(ii) The Cumulative Redeemable Preference Shares shall have an imbedded option for a partial or full capital repayment at the option of UNITED DOCKS LTD as from the 5th anniversary year of issuance.

(iii) The Cumulative Redeemable Preference Shares shall not be convertible into ordinary shares.

(iv) The holders of Cumulative Redeemable Preference Shares shall not be entitled to attend, speak or vote at any general meeting of the Company.

(v) Subject to the provisions of sections 76 to 80 of the Companies Act 2001 and in accordance with the Constitution of the Company, redemption of the Cumulative Redeemable Preference Shares shall be undertaken under the following terms and manner:

a) The shares shall be redeemed at the option of the Company for the same consideration at which the shares are issued, that is a consideration of MUR 1,000 per share.

b) In accordance with section 71 of the Companies act 2001, the shares redeemed are deemed to be cancelled on redemption

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10. To consider and approve the issue of up to 2,000,000 (two million) Cumulative Redeemable Preference Shares of no par value each, for a total consideration of up to MUR 2,000,000,000 (Rupees 2 billion) at an issue price of MUR 1,000 each.

SECOND RESOLUTION TO BE VOTED AS ORDINARY RESOLUTION

Purpose: *To proceed with an issue of up to 2,000,000 Cumulative Redeemable Preference Shares of no par value each, for a total consideration of MUR 2,000,000,000 to be offered to the public/by private placement at an issue price of MUR 1,000 per share in order to finance property development projects in the pipeline.*

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THAT in accordance with the Constitution of the Company and subject to regulatory approvals and subject to the passing of the First Resolution, the Board of Directors be and is hereby authorised to issue up to 2,000,000 (two million) Cumulative Redeemable Preference Shares of no par value each at an issue price of Rupees one thousand (MUR 1,000) per share, for a consideration of up to Rupees two billion (MUR 2,000,000,000), and that such shares are to be offered on such terms and conditions as the Board of Directors shall decide.

THAT, once regulatory approvals are granted, the Listing Particulars/Prospectus and subscription documents shall be published together with the set calendar.

11. To consider and approve the listing of the Cumulative Redeemable Preference Shares.

THIRD RESOLUTION TO BE VOTED AS ORDINARY RESOLUTION

Purpose: *To authorise the Board of Directors to apply to the Stock Exchange of Mauritius Ltd for the listing of the Cumulative Redeemable Preference Shares to be issued.*

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THAT, subject to the passing of the First and Second Resolutions, the Board of Directors be and is hereby authorised to make an application for the listing of up to 2,000,000 (two million) Cumulative Redeemable Preference Shares of no par value each on the Official Market of the Stock Exchange of Mauritius Ltd.

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12. Shareholders' question time.

By order of the Board

ECS Secretaries Ltd

Company Secretary

Dated this 17 November 2025

* A brief profile of Mr. Jean Michel Barthelemy COLIN is provided below:

Mr. Jean Michel Barthelemy COLIN (44)

FCCA & Certificate in Strategic Management (HEC Paris)

Jean Michel has over 20 years of experience in finance and corporate leadership. He began his career in 2004 in the London real estate sector before joining BDO & Co in Mauritius in 2006 in the Audit and Transaction division, providing services across Mauritius and Africa.

He later served as CFO & COO of Forges Tardieu (2012–2019), Group CFO of Harel Mallac (2019), and Group CFO of Rogers Hospitality (2020–2024). Jean Michel joined Terra in October 2024 as Group CFO.

Notes:

(a) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of him and that proxy needs not be a member of the Company. A proxy form is available from the Registered Office of the Company and should be delivered to SBM Fund Services Ltd, Level 3, Lot 15A3, Hyvec Business Park, Wall Street, Ebene Cybercity 72201, Mauritius, by **Friday 05 December 2025 at 11:30 a.m. at latest.**

(b) As authorised by the Constitution of the Company, postal votes are permitted and must be sent to SBM Fund Services Ltd, Level 3, Lot 15A3, Hyvec Business Park, Wall Street, Ebene Cybercity 72201, Mauritius, by **Friday 05 December 2025 at 11:30 a.m.** at latest, and in default, the notice of postal vote shall not be treated as valid.

(c) For the purpose of this Meeting, the Directors have resolved, in compliance with section 120 of the Companies Act 2001, that the shareholders who are entitled to receive notice and attend the Meeting, shall be those shareholders whose names are registered in the share register of the Company as at **Monday 10 November 2025.**

(d) Profiles of the Directors are set out on pages [44] to [48] of the annual report.

(e) The minutes of proceedings of the Annual Meeting of the Shareholders of United Docks Ltd held on 09 December 2024 are available to its shareholders for inspection at the Registered Office during normal trading office hours.

(f) In accordance with the provisions of Practice Direction No 2 of 2022 issued by the Registrar of Companies pursuant to section 128 (8) of the Companies Act 2001, the Company has elected not to send a copy of the annual report to the shareholders until such time that the shareholder makes a request to receive a copy. A shareholder shall retain his/her rights to receive a copy of the annual report at any time upon request.

(g) The annual report of United Docks Ltd and its subsidiaries for the year ended 30 June 2025 is available on the following address: <https://uniteddocks.com/investors-relations/>



SCAN ME