



NOTICE OF MEETING

Notice is hereby given that the Annual Meeting of the Shareholders of MCB Group Limited (the “**Company**”) will be held at the MCB Ltd Auditorium, 3rd Floor, MCB St Jean, St Jean Roundabout, Quatre Bornes on Friday 14th November 2025 at 10.30 am.

AGENDA

ORDINARY BUSINESS

1. To consider the Annual Report of the Company for the year ended 30th June 2025.
2. To receive the Auditor’s report.
3. To consider and approve the Group’s and the Company’s Financial Statements for the year ended 30th June 2025.
4. To re-elect as Director of the Company Mr Jean Michel Ng Tseung* 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 Jayananda Nirsimloo* 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 Stephen Davidson* as Director of the Company 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.
7. To elect as Director of the Company, Ms Anna Margaretha Roets* who was appointed by the Board of Directors on 15th June 2025.
8. To fix the Directors’ remuneration.
9. To appoint Deloitte as auditors of the Company for the financial year ending 30th June 2026 and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to approve the following Ordinary Resolutions:

10. “**THAT** the rules of the current Group Employee Share Option Scheme (the “**GESOS**”) be amended and restated as outlined in the Information Note and renamed Group Employee Share Schemes (the “**GESS**”);
11. “**THAT** in relation to the implementation of a Long-Term Incentive Plan for the Senior Management of MCB Group approved by the Board on the 26th September 2025, the Board of Directors of the Company be authorised to issue, under the GESS, up to **7,500,000** Ordinary Shares of the Company inclusive of the 5,000,000 Ordinary Shares already approved by The Stock Exchange of Mauritius Ltd (the “**SEM**”) under the existing GESOS on the 15th November 2013, and **THAT** such new shares be listed on the Official Market of the SEM, as and when they are issued by the Board, and ranking *pari passu* with the existing Ordinary Shares.”

BY ORDER OF THE BOARD

MCB Group Corporate Services Ltd

Company Secretary

16th October 2025

* The profiles of the Directors proposed for election and re-election are set out in the Corporate Governance Report of the Annual Report 2025.

Notes:

1. A Shareholder of the Company or a body corporate who is a Shareholder of the Company entitled to attend and vote at this meeting may appoint a proxy to attend and vote on his/her/its behalf. 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.
2. 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 16th October 2025.
3. The minutes of proceedings of the Annual Meeting of the Shareholders held on 15th November 2024 are available for inspection at the Registered Office of the Company during normal office hours.