



NOTICE OF ANNUAL MEETING

Notice is hereby given that the Annual Meeting of the Shareholders of IPRO GROWTH FUND LTD (the 'Company') will be held on 22 November 2019 at 15h00 at the Registered Office of the Company, 6th Floor, Tower A, 1 CyberCity, Ebene 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 2019, including the Annual Report and the Auditors' Report, in accordance with section 115(4) of the Companies Act 2001.
2. 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. Marc-Emmanuel Vives
 - b) Mr Imrith Ramtohul
 - c) Mr James Leung Yin Kow
 - d) Mrs Christine Sauzier
 - e) Mr Stephane Henry
 - f) Mr Khushhal Khushiram
 - g) Ms Haadjra Motala
 - h) Mrs Samila Sivaramen
 - i) Mr Philippe Koch
3. 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.
4. To ratify the remuneration paid to the Auditors for the year ended 30 June 2019.

BY ORDER OF THE BOARD

Ocorian Corporate Services (Mauritius) Limited
Company Secretary
13 September 2019

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 be deposited at the Company's Share Registry & Transfer Office, Ocorian Corporate Services (Mauritius) Limited, 6th Floor, Tower A, 1 CyberCity, Ebene, 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's Share Registry & Transfer Office, Ocorian Corporate Services (Mauritius) Limited, 6th Floor, Tower A, 1 CyberCity, Ebene, 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 the 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 4 October 2019.
- (f) The minutes of the Annual Meeting held on 12 December 2018 are available for consultation by the shareholders of the Company during normal office hours, at the Registered Office of the Company.
- (g) The profiles and categories of directors proposed for re-election are set out under the corporate governance section of the Annual Report.