

NOTICE

OF CLASS MEETING

TO THE SHAREHOLDERS OF CIEL LIMITED
HOLDING ORDINARY SHARES

Date: **21 July 2017**

Venue: **CIEL's Registered Office**
5th Floor, Ebène Skies, Rue de l'Institut
Ebène

Time: **15:30 hours**

NOTICE OF CLASS MEETING TO THE SHAREHOLDERS OF CIEL LIMITED HOLDING ORDINARY SHARES

Notice is hereby given that a Class Meeting (“the Meeting”) of the holders of Ordinary Shares of CIEL Limited (“CIEL” or “the Company”) will be held at the Company’s registered office, 5th Floor, Ebène Skies, Rue de l’Institut, Ebène on 21 July 2017 at 15:30 hours, for the purpose of considering and if thought fit, passing the following resolution:

RESOLUTION TO BE ADOPTED AS A SPECIAL RESOLUTION – ISSUE OF SHARES

“THAT the Board of Directors of CIEL (“the Board”) be authorised to issue, up to One Hundred and Fifty-Four Million Four Hundred and Twenty-Nine Thousand One Hundred and Four (154,429,104) new no par value Ordinary Shares, for a total amount of MUR. 1.1 Billion, and, THAT such new shares be listed on the Official Market of the Stock Exchange of Mauritius Ltd upon their issue, ranking pari passu with the existing Ordinary Shares of no par value.”

Nota: The above Resolution, being deemed to be a variation of the rights of each of the existing classes of shares in the capital of the Company, shall, to be effective, be also approved as an Ordinary Resolution by the shareholders of the Company and as a Special Resolution by the holders of Redeemable Restricted A Shares.

By order

CIEL Corporate Services Ltd
Company Secretary

23 June 2017

Notes:

1. A shareholder of CIEL entitled to attend and vote at the Meeting may appoint a proxy (whether a member or not) to attend and vote on his/her/their behalf.
2. A proxy form and postal vote are herewith attached and are also available at the registered office of the Company, 5th Floor, Ebène Skies, Rue de l’Institut, Ebène.
3. The instrument appointing a proxy or any general power of attorney shall be deposited at the Registrar & Transfer Office, MCB Registry & Securities Limited, 2nd Floor, MCB Centre, Sir William Newton Street, Port Louis, not less than twenty-four (24) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named on such instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.
4. Postal Votes shall be deposited Registrar & Transfer Office, MCB Registry & Securities Limited, 2nd Floor, MCB Centre, Sir William Newton Street, Port Louis, not less than forty-eight (48) hours before the time appointed for holding the Meeting, and in default, the postal vote shall not be treated as valid.
5. For the purpose of the Meeting, the shareholders who are entitled to receive notice of the Meeting shall be those shareholders whose names are registered in the share register of CIEL as at 22 June 2017.

PROXY FORM

IN RESPECT OF A CLASS MEETING OF THE SHAREHOLDERS OF CIEL LIMITED HOLDING ORDINARY SHARES

to be held on 21 July 2017 at 15:30 hours at CIEL's Registered Office,
5th Floor, Ebène Skies, Rue de l'Institut, Ebène

I/We, [REDACTED]

of [REDACTED]

being holder/s of Ordinary Shares of CIEL Limited ("the Company") hereby appoint

Mr/Mrs [REDACTED]

of [REDACTED]

or failing him/her, Mr/Mrs [REDACTED]

of [REDACTED]

or failing him/her, the Chairman of the Company, as my/our proxy to represent me/us and vote for me/us and on my/our behalf at the Class Meeting of the holders of Ordinary Shares of the Company to be held on 21 July 2017 at 15:30 hours at the registered office of the Company, 5th Floor, Ebène Skies, Rue de L'Institut, Ebène and at any adjournment thereof.

I/We direct my/our proxy to vote in the following manner: (Please vote with a tick)

RESOLUTION TO BE ADOPTED AS A SPECIAL RESOLUTION – ISSUE OF SHARES

"THAT the Board of Directors of CIEL ("the Board") be authorised to issue, up to One Hundred and Fifty-Four Million Four Hundred and Twenty-Nine Thousand One Hundred and Four (154,429,104) new no par value Ordinary Shares, for a total amount of MUR. 1.1 Billion, and, THAT such new shares be listed on the Official Market of the Stock Exchange of Mauritius Ltd upon their issue, ranking pari passu with the existing Ordinary Shares of no par value."

FOR

AGAINST

ABSTAIN

Signed this [REDACTED] day of [REDACTED] 2017

[REDACTED]

Signature(s)

Notes:

1. A shareholder of CIEL entitled to attend and vote at the Meeting may appoint a proxy (whether a member or not) to attend and vote on his/her/their behalf.
2. If the instrument appointing the proxy is returned without an indication as to how the proxy shall vote on any resolution, the proxy will exercise his/her discretion as to whether, and, if so, how he/she votes. The instrument appointing the proxy or any general power of attorney shall be deposited at the Registrar & Transfer Office, MCB Registry & Securities Limited, 2nd Floor, MCB Centre, Sir William Newton Street, Port Louis, not less than twenty-four (24) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named on such instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.

POSTAL VOTE

IN RESPECT OF A CLASS MEETING OF THE SHAREHOLDERS OF CIEL LIMITED HOLDING ORDINARY SHARES

to be held on 21 July 2017 at 15:30 hours at CIEL's Registered Office,
5th Floor, Ebène Skies, Rue de l'Institut, Ebène

I/We, [REDACTED]

of [REDACTED]

being a holder(s) of Ordinary Shares of CIEL Limited ("the Company"), do hereby cast my/our vote by post, by virtue of clause 20.10 of the Constitution of the Company, for the Special Meeting of the shareholders of the Company to be held on 21 July 2017 at 15:30 hours at the registered office of the Company, 5th Floor, Ebène Skies, Rue de l'Institut, Ebène and at any adjournment thereof.

I/We desire my/our vote to be cast on the Resolution as follows: (Please vote with a tick).

RESOLUTION TO BE ADOPTED AS A SPECIAL RESOLUTION – ISSUE OF SHARES FOR AGAINST ABSTAIN

"THAT the Board of Directors of CIEL ("the Board") be authorised to issue, up to One Hundred and Fifty-Four Million Four Hundred and Twenty-Nine Thousand One Hundred and Four (154,429,104) new no par value Ordinary Shares, for a total amount of MUR. 1.1 Billion, and, THAT such new shares be listed on the Official Market of the Stock Exchange of Mauritius Ltd upon their issue, ranking pari passu with the existing Ordinary Shares of no par value."

Signed this [REDACTED] day of [REDACTED] 2017

[REDACTED]

Signature/s

Note:

The duly signed postal vote should reach Registrar & Transfer Office, MCB Registry & Securities Limited, 2nd Floor, MCB Centre, Sir William Newton Street, Port Louis, not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting.

CIEL Limited

Notice of Class Meeting to the Shareholders of CIEL Limited holding Ordinary Shares

5th Floor, Ebène Skies, Rue de l'Institut, Ebène, Mauritius
Tel: (230) 404 2200 - Fax: (230) 404 2201

Business Registration Number : C06000717