

# Notice of Annual Meeting to the Shareholders of CIEL Limited

Notice is hereby given that the Annual Meeting of the Shareholders ("the Meeting") of CIEL Limited ("the Company") will be held on 20 December 2019 at 13:30 hours at the Registered Office of the Company, 5<sup>th</sup> Floor, Ebène Skies, rue de l'Institut, Ebène, to transact the following business in the manner required for passing ordinary resolutions:

## AS ORDINARY BUSINESS

1. To receive, consider and approve the Group's and Company's audited Financial Statements for the financial year ended 30 June 2019, including the Annual Report and the Auditor's Report, in accordance with section 115(4) of the Companies Act 2001.
2. To authorise, in accordance with section 138(6) of the Companies Act 2001, Mr. Marc Ladreit de Lacharrière to continue to hold office as a Director until the next Annual Meeting of the Shareholders of the Company.
3. To authorise, in accordance with section 138(6) of the Companies Act 2001, Mr. Xavier Thiéblin to continue to hold office as a Director until the next Annual Meeting of the Shareholders of the Company.
4. To appoint, as Director of the Company to hold office until the next Annual Meeting of the Shareholders of the Company, Mr. Guillaume Dalais, who has been nominated by the Board of Directors on 28 June 2019.
- 5-16. To re-elect, as Directors of the Company to hold office until the next Annual Meeting of the Shareholders of the Company, the following persons who offer themselves for re-election (as separate resolutions):

5. Mr. P. Arnaud Dalais  
6. Mr. Sébastien Coquard  
7. Mr. Jean-Pierre Dalais  
8. Mr. Marc Dalais  
9. Mr. R. Thierry Dalais  
10. Mr. Pierre Danon

11. Mr. L. J. Jérôme De Chasteauneuf  
12. Mr. Roger Espitalier Noël  
13. Mr. M. A Louis Guimbeau  
14. Mr. J. Harold Mayer  
15. Mrs. Catherine McIlraith  
16. Mr. Jean-Louis Savoye

17. To take note of the automatic re-appointment of PricewaterhouseCoopers Ltd as auditor of the Company for the financial year ending 30 June 2020, in accordance with section 200 of the Companies Act 2001 and to authorise the Board of Directors of the Company to fix their remuneration.
18. To ratify the remuneration paid to the auditor for the financial year ended 30 June 2019.

## AS SPECIAL BUSINESS

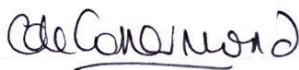
19. Multi-Currency Note Programme

**"IT IS HEREBY RESOLVED THAT**, the Multi-Currency Note Programme (the "Programme") of up to an aggregate nominal amount of MUR 4,000,000,000 (or its equivalent in such other currency or currencies), dated 14 May 2015 and last amended on 31 May 2019 (the "Programme Memorandum"), as and when further amended and approved by the Board of Directors of the Company ("the Board"), be ratified.

**IT IS FURTHER RESOLVED THAT**, in relation to the Programme, the Board, be and is authorised, acting in the best interest of the Company, for a period of twelve (12) months from the date of this resolution, to issue such number of notes ("Notes"), on the terms and conditions set out in the Programme Memorandum and the applicable pricing supplements ("Programme Documentation"), at such time and on such terms as to pricing and security as the Board finds appropriate, based on the then market conditions.

**IT IS FURTHER RESOLVED THAT** the Board be and is hereby authorised to take all actions as may be required to give effect to the above resolutions and complete the Programme."

By Order of the Board



Clothilde de Comarmond, ACIS  
Per CIEL Corporate Services Ltd  
Group Company Secretary

25 October 2019

## Notes:

- (a) The salient features of the Programme Memorandum are set out in the Annual Report.
- (b) 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.
- (c) Proxy Forms should be deposited at the Company's Share Registry & Transfer Office, MCB Registry & Securities Limited, Ground Floor, Raymond Lamusse Building, 9-11 Sir William Newton Street, Port Louis, not less than 24 hours before the Meeting, and in default, the instrument of proxy shall not be treated as valid.
- (d) Postal votes should reach the Company's Share Registry & Transfer Office, Ground Floor, Raymond Lamusse Building, 9-11 Sir William Newton Street, Port Louis, not less than 48 hours before the Meeting, and in default, the postal vote shall not be treated as valid.
- (e) A proxy form and postal vote are included in the Annual Report and are also available at the Registered Office of the Company.
- (f) 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 20 November 2019.
- (g) The minutes of the Annual Meeting of the Shareholders held on 18 December 2018 are available for consultation by the shareholders of the Company during normal trading office hours, at the Registered Office of the Company.
- (h) The profiles and categories of Directors proposed for appointment and re-election are set out under the corporate governance section of the Annual Report.

This Notice is issued pursuant to Listing Rule 11.16 and Rule 14(a) of the Securities (Disclosure Obligations of Reporting Issues) Rules 2007. The Board of Directors of CIEL Limited accepts full responsibility for the accuracy of the information contained in this notice.

BRN : C06000717