

## NOTICE OF ANNUAL MEETING

to the shareholders of CIEL Limited

Notice is hereby given that the **Annual Meeting of the Shareholders ("Meeting")** of CIEL Limited ("Company" or "CIEL") will be held on **12 December 2023 at 10:00 hours** at the Registered Office of the Company, 5<sup>th</sup> Floor, Ebène Skies, rue de l'Institut, Ebène, for the purpose of considering and if thought fit, passing the following resolutions:

### AS ORDINARY BUSINESS – RESOLUTIONS TO BE ADOPTED AS ORDINARY RESOLUTIONS

1. To receive, consider and approve the Group's and Company's audited Financial Statements for the financial year ended 30 June 2023, 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 of the Company until the next annual meeting of the shareholders.
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 of the Company until the next annual meeting of the shareholders.
4. To authorise, in accordance with section 138(6) of the Companies Act 2001, Mr. M. A. Louis Guimbeau to continue to hold office as a Director of the Company until the next annual meeting of the shareholders.
5. To appoint, as Director of the Company to hold office until the next annual meeting of the shareholders, Mrs. Aïsha C. Timol who was nominated by the Board of Directors on 30 June 2023.
- 6-16. To re-elect, as Directors of the Company to hold office until the next annual meeting of the shareholders, the following persons who offer themselves for re-election (as separate resolutions):
  6. Mr. P. Arnaud Dalais
  7. Mr. Sébastien Coquard
  8. Mr. Guillaume Dalais
  9. Mr. Jean-Pierre Dalais
  10. Mr. Marc Dalais
  11. Mr. R. Thierry Dalais
  12. Mr. L. J. Jérôme De Chasteauneuf
  13. Mr. Roger Espitalier Noël
  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 2024, 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 2023.

## **AS SPECIAL BUSINESS - RESOLUTION TO BE ADOPTED AS AN ORDINARY RESOLUTION - ISSUE OF SHARES**

19. "THAT the Board of Directors of CIEL (the "Board") be authorised to issue up to a maximum of 16,899,012 (sixteen million eight hundred and ninety-nine thousand and twelve) Ordinary Shares of no par value in respect of the Employee Share Scheme and Employees Phantom Share Scheme, whose the terms and conditions are defined under Appendix A, 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."

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

20. Question Time.

By Order of the Board



**Clothilde de Comarmond, ACG**

Per CIEL Corporate Services Ltd

Group Company Secretary

30 October 2023

### **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/its stead. A proxy need not be a shareholder of the Company. 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.
- (b) 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.
- (c) A proxy form and postal vote are available on the Company's website ([www.cielgroup.com](http://www.cielgroup.com)) and also available at the Registered Office of the Company.
- (d) 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 13 November 2023.
- (f) The minutes of the Annual Meeting held on 16 December 2022 are available for consultation by the shareholders during normal trading office hours, at the Registered Office of the Company.
- (g) A biographic note on each Director, including those 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 Issuers) Rules 2007. The Board of Directors of CIEL Limited accepts full responsibility for the accuracy of the information contained in this Notice.

BRN: C06000717