



INFORMATION NOTE

PRINCIPAL TERMS OF THE EXECUTIVE SHARE SCHEME AND EMPLOYEE PHANTOM SHARE SCHEME OF CIEL LIMITED

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR ATTENTION

For a full appreciation of this document, it should be read in its entirety. If you are in doubt about any action you should take, you should consult your financial adviser, your investment dealer or any other independent adviser immediately.

This document is not an invitation to the public to subscribe for ordinary shares in CIEL Limited ("CIEL" or the "Company"). An application has been made for the listing of a maximum of 1% of the issued ordinary shares of CIEL, represented by 16,899,012 no par value ordinary shares (the "Shares") on the Official Market of The Stock Exchange of Mauritius Ltd ("SEM") by way of block listing for the Executive Share Scheme ("ESS") and Employee Phantom Share Scheme ("EPSS").

The SEM and the Listing Executive Committee assume no responsibility for the contents of this document, make no representation as to the accuracy or completeness of any of the statements made or opinions expressed therein and expressly disclaim any liability whatsoever for any loss arising from or in reliance upon the whole or any part of the contents of this document.

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GLOSSARY

Term	Definitions
Award Date	The date on which the Board passes the resolution to award a specified number of Options to an Eligible Employee
Base Price	The Market Price on the Award Date
Board	The Board of Directors of CIEL
Company or CIEL	CIEL Limited
Exercise Date	The date on which the Eligible Employee exercises his Option
Eligible Employees	Key Employees of CIEL as defined in Section 1 below
Eligible Executives	Executives of CIEL as defined in Section 1 below
EPSS	Employee Phantom Share Scheme
ESS	Executive Share Scheme
ESS Issue Price	Average Market Price over the month of June during which the annual performance bonus is approved by the Board
Market Price	On any given date, the closing quoted price of one ordinary share of CIEL on the Official Market of the SEM
Options	Such number of phantom shares awarded under the EPSS
SEM	The Stock Exchange of Mauritius Ltd
Shares	Ordinary no par value shares of CIEL to be issued in the context of the ESS and the EPSS
Shareholders	The shareholders of CIEL
Treasury Shares	Ordinary no par value shares of CIEL held by the Company itself

1- INTRODUCTION

Pursuant to the current Executive Share Scheme, selected executives of CIEL, as and when defined by the Board of directors of CIEL (“the Board”), and hereinafter referred to as the “Eligible Executives”, are issued with ordinary shares of the Company out of the existing treasury shares (the “Treasury Shares”).

CIEL also has in place an Employee Phantom Share Scheme, pursuant to which key employees, as and when defined by the Board and hereinafter referred to as the “Eligible Employees” are issued with phantom share options (“Options”), which may be converted into cash and / or ordinary shares of the Company issued out of the Treasury Shares, at the discretion of the Board.

Since most of the available Treasury Shares have been exhausted, it is proposed to issue additional ordinary shares of CIEL to sustain the current ESS and EPSS, as and when approved by the Board.

Consequently, on 29 September 2023, the Board approved the issue of a maximum of 1% of the issued ordinary shares of CIEL, represented by 16,899,012 ordinary shares to be used for the ESS and the EPSS, subject to the approval of the relevant authorities and that of the shareholders of CIEL (the “Shareholders”).

In line with the above, the SEM has approved the listing of a maximum of 1% of the issued ordinary share capital of CIEL, represented by 16,899,012 ordinary shares on the Official Market of the SEM by way of block listing for the ESS and the EPSS.

2- RIGHTS ATTACHED TO THE SHARES ISSUED PURSUANT TO ESS AND THE EPSS

The Shares issued pursuant to the ESS and EPSS will rank *pari passu* in all respects with existing ordinary shares including for voting purposes and in full for all dividends and distributions on ordinary shares declared, made or paid after their issue and for any distributions made on a winding up of the Company. Each Share acquired pursuant to the ESS and the EPSS shall confer upon its holder the right to one vote on a poll at a Shareholders’ meeting of the Company on any resolution.

3- SHARES AVAILABLE FOR THE ESS AND THE EPSS

The Board is allowed to issue an aggregate maximum number of 1% of the current issued ordinary shares of CIEL, represented by 16,899,012 ordinary shares under the ESS and the EPSS.

Shares to be allocated in the context of the ESS and the EPSS will be newly issued ordinary shares of the Company and will be listed on the SEM.

A copy of the present document has been filed with the Financial Services Commission.

PART A – EXECUTIVE SHARE SCHEME (“ESS”)

A1- PURPOSE

The objectives of the ESS are as follows:

- Ensuring an alignment of the objectives of the Eligible Executives with those of the Shareholders; and
- Motivating and rewarding the Eligible Executives towards the creation of long-term value for the Company.

A2- ADMINISTRATION

The ESS is administered by the Board, in line with its approved terms. The Board is entitled to amend the rules and regulations as they deem necessary for the proper administration of the ESS.

A3- PARTICIPATION

Eligible Executives are entitled to participate in the ESS as part of their incentive scheme, whereby they are issued a certain number of ordinary shares at a specific period of time, as defined by the Board.

Eligible Executives as well as the terms of share allocation for each Eligible Executive are defined by the Board.

A4- TERMS OF THE ESS AND ISSUE PROCEDURES

Eligible Executives will be issued Shares and the individual allocation communicated to each Eligible Executive at the same time as the individual annual performance bonus will be announced in or around June in any financial year.

The Shares shall vest for each Eligible Executive, as per the terms of his incentive scheme. Any Shares allocated to an Eligible Executive cannot be assigned or transferred at the time of vesting. The issue price of the Shares will be equivalent to the average Market Price over the month of June (the “ESS Issue Price”) during which the annual performance bonus is announced and shall be paid for by CIEL.

Eligible Executives who have been granted Shares through the ESS will have their ordinary shares credited to their CDS accounts.

The Shares shall be in registered form.

A5- CESSATION OF EMPLOYMENT

In the event an Eligible Executive cease to be employed by CIEL, the executive retains the ownership of the ordinary shares already issued to him.

PART B – EMPLOYEE PHANTOM SHARE SCHEME (“EPSS”)

B1- PURPOSE

The objectives of the EPSS are as follows:

- Ensuring an alignment of the objectives of the Eligible Employees with those of the Shareholders;
- Motivating and rewarding the Eligible Employees towards the creation of long-term value for the Company; and
- Attracting, retaining and rewarding the Eligible Employees.

B2- ADMINISTRATION

The EPSS is administered by the Board, in line with its approved terms. The Board is entitled to amend the rules and regulations as they deem necessary for the proper administration of the EPSS.

B3- PARTICIPATION

Eligible Employees, who have been elected to participate in the EPSS, are awarded, as may be decided by the Board, a number of phantom shares in the form of Options. These Options may be exercised subject to fulfilment of certain conditions, as defined by the Board and the Eligible Employee would receive cash and / or ordinary shares in CIEL, at the discretion of the Board.

B4- TERMS OF THE EPSS AND ISSUE PROCEDURES

Eligible Employees are granted, as may be decided by the Board, such number of phantom shares in the form of Options and the individual allocation communicated to each Eligible Employee in or around June in any financial year (“Award Date”).

Section B4 (i) – Death of an Eligible Employee - If an Eligible Employee shall die whilst holding Options that have not expired and have not been fully exercised, the remaining Options shall not be forfeited but will mature and become payable to his estate.

The exercise of the Options shall be in accordance with the procedures established by the Board.

Upon the exercise of the Options, an Eligible Employee shall be entitled to receive, for each phantom share as to which the Option is exercised, a bonus equal in value to the difference between the Market Price and the Base Price. The bonus may be paid in cash and / or ordinary shares, at the discretion of the Board, by the Company.

No Option shall, except as provided under Section B4 (i) above upon the death of an Eligible Employee, be transferable in any manner, and any attempt to transfer any benefit shall be void.

Eligible Employees who have opted for their Options to be converted into ordinary shares, and assuming same has been approved by the Board, will be issued Shares on such date as may be decided by the Board.

Eligible Employees who have been granted Shares through the EPSS will have their ordinary shares credited to their CDS accounts.

The Shares shall be in registered form.