

CORPORATE RESOLUTION

NAME OF SHAREHOLDER COMPANY

WRITTEN RESOLUTIONS IN LIEU OF HOLDING A BOARD MEETING [IN ACCORDANCE WITH ARTICLE OF THE CONSTITUTION OF THE COMPANY/AS PER SECTION 7 OF THE EIGHTH SCHEDULE OF THE COMPANIES ACT 2001] - DATED THIS.....

We, the undersigned, being Directors of [Name of the company], who at the date of these written resolutions are entitled to attend and vote at a board meeting of the Company, hereby certify that the following written resolutions for entry in the Minutes Book of the Company have been delivered to and approved by us..

Resolved that Mr/Mrs/Ms.....be authorised to act as the representative of the Company and to vote on its behalf at the Special Meeting of Shareholders of CIM Financial Services Ltd (the "Company" or "CFSL") to be held on 11 February 2022 at 10:15 hours in the conference room at The Oberoi Beach Resort, Turtle Bay, Pointe aux Piments and at any adjournment thereof and that its vote on the resolutions set out below be cast as follows:

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

RESOLUTIONS	FOR	AGAINST	ABSTAIN
<p>I. "RESOLVED THAT:</p> <p>a) Article 59 of the Constitution of CFSL be amended by inserting at the beginning of article 59 "Subject to article 59A," so that article 59 shall now read as follows "Subject to article 59A, all new shares shall be offered in the first instance and either at par or at a premium, to the existing shareholders or to all the holders of the shares of the class or classes being issued in proportion as nearly as may be to their existing shareholdings or to all the holders of the shares of the class or classes being issued in proportion as nearly as may be to their existing holdings"; and</p> <p>b) A new article 59A be inserted after article 59 of the Constitution which shall read as follows: "The pre-emptive rights set out in article 59 and/or section 55 of the Companies Act 2001 shall not apply in respect of the new ordinary shares issued under an employee share option scheme set up by the Company".</p>			
<p>II. "RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to (i) set up the Employee Share Option Scheme, the terms and conditions of which are set out in Appendix 1 (the "ESOS") and (ii) issue a maximum of 16,999,998 new ordinary shares of the Company under the ESOS, representing 2.5% of the share capital of the Company, which will rank pari passu with the existing ordinary shares of the Company."</p>			

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Director

Director

Director

Director

Director

Note 1: A shareholder company may appoint a representative (whether a shareholder of the Company or not) to attend and vote on his/her behalf. A proxy needs not be a shareholder of the Company.

Note 2: If the corporate resolution appointing the representative is returned without an indication as to how the representative shall vote on any particular resolution, the representative will exercise his/her discretion as to whether, and if so how, he/she votes.

Note 3: The corporate resolution appointing the representative should reach the Company Secretary, Cim Administrators Ltd, c/r Edith Cavell & Mère Barthélemy streets, Port-Louis, not less than twenty-four (24) hours before the Meeting or any 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.

Note 4: Appropriate social distancing and sanitary measures will be enforced during the meeting, in line with any prevailing guidelines.

Note 5: Should there be a full or partial lockdown on 11 February 2022, the Special Meeting of Shareholders of the Company will be postponed to a later date. We will communicate such date through the media and via our website www.cimfinance.mu.