

NOTICE OF SPECIAL MEETING



Dear Shareholder

Notice is hereby given that a Special Meeting of the shareholders (the "Meeting") of CIM Financial Services Ltd (the "Company") will be held at the Registered Office of the Company, Ground Floor Manhattan Building, c/r Edith Cavell & Mère Barthélemy Streets, Port Louis, on 30 September 2019 at 15h00, to consider and if thought fit, to adopt the following resolutions as **ordinary** resolutions:

FIRST RESOLUTION

"RESOLVED THAT a medium term note programme of up to an aggregate nominal amount of MUR 2,000,000,000 (the "Programme"), the salient features of the Programme being as set out in Annex 1 to the Notice of Special Meeting, be hereby approved."

SECOND RESOLUTION

"RESOLVED THAT subject to the passing of the First Resolution and in accordance with Section 4 (3) of the Securities (Preferential Offer) Rules 2017, Private Placement(s) of notes having a maximum aggregate nominal amount of two billion rupees (MUR 2bn), **issued under the Medium Term Note Programme**, be hereby approved."

THIRD RESOLUTION

"RESOLVED THAT, subject to the passing of the First and Second Resolutions, that, in relation to the Private Placement(s), the Board of Directors of the Company be and is hereby authorised for a period of twelve (12) months from the date of this resolution, acting in the best interest of the Company to determine the terms and conditions of the notes including the timing of any issuance(s), pricing, security, rating, and listing, as the Board finds appropriate based on the then market conditions."

FOURTH RESOLUTION

"RESOLVED THAT:

- (i) the company secretary of the Company be and is hereby instructed to do all such things and undertake all such acts as may be required to give effect to the foregoing resolutions;
- (ii) the Board of Directors of the Company be and is hereby authorised to take any and all actions as may be required to give effect to the above Resolutions and complete the Private Placement; and
- (iii) any and all actions heretofore taken for and on behalf of the Company by any of its directors or company secretary of the Company in connection with the foregoing resolutions be and are hereby ratified, confirmed and approved."

By Order of the Board
Cim Administrators Ltd
Company Secretary

30 August 2019

Notes

1. A shareholder of the Company entitled to attend and vote at the Meeting may appoint a proxy or a representative (in the case of a shareholder company), whether a shareholder or not, to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
2. The instrument appointing the proxy or the representative should be deposited at the Share Registry and Transfer Office of the Company, MCB Registry & Securities Ltd, 2nd Floor, MCB Centre, Sir William Newton Street, 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.
3. A proxy form and corporate resolution form are enclosed to this notice and are also available at the Registered Office of the Company, c/r Edith Cavell & Mère Barthélemy Streets, Port Louis.
4. 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 30 August 2019.