

Notice of Special Meeting

TO THE SHAREHOLDERS OF CIM FINANCIAL SERVICES LTD

Notice is hereby given that a Special Meeting of Shareholders of CIM Financial Services Ltd (the "Company" or "CFSL") will be held in the conference room at The Oberoi Beach Resort, Turtle Bay, Pointe aux Piments on 11 February 2022 at 10:15 hours for the purpose of considering and if thought fit of passing with or without modification the resolutions stipulated below as special resolutions:

FIRST SPECIAL RESOLUTION – ALTERATION OF CONSTITUTION

To consider and if thought fit, to approve, on recommendation of the Board, with or without modification, as special resolution, the following amendments to the Constitution of the Company:

RESOLVED THAT:

- 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
- 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".

SECOND SPECIAL RESOLUTION – APPROVAL OF ESOS

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.

**By order of the Board
Cim Administrators Ltd
Company Secretary
20 January 2022**

Note 1: A shareholder of the Company entitled to attend and vote at the Meeting may appoint a proxy or representative (in the case of a shareholder company), whether a shareholder or not, to attend and vote in his/her behalf. A proxy need not be a shareholder of the Company.

Note 2: The instrument appointing the proxy or 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 3: The Directors of the Company have resolved that, for the purposes of the Special Meeting of Shareholders and in compliance with Section 120 (3) of the Companies Act 2001, only those shareholders whose names are registered in the share register of the Company as at 12 January 2022 will be entitled to receive this Notice and accordingly be allowed to attend and vote at the Special Meeting.

Note 4: A proxy form and corporate resolution form are enclosed to this Notice. They are also available at the Registered Office of the Company, c/r Edith Cavell & Mère Barthélemy Streets, Port Louis and can also be downloaded on the Company's website: www.cimfinance.mu.

Note 5: Appropriate social distancing and sanitary measures will be enforced during the meeting, in line with any prevailing guidelines.

Note 6: 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.