

CIM Financial Services Ltd

Name of 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 Annual Meeting of Shareholders of CIM Financial Services Ltd to be held on 30 September 2019 at 15h00 at the Company’s Registered Office, Ground Floor Manhattan Building, c/r Edith Cavell & Mère Barthélemy Streets, Port Louis and at any adjournment thereof and that its vote on the resolution set out below be cast as follows:

FOR AGAINST ABSTAIN

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."

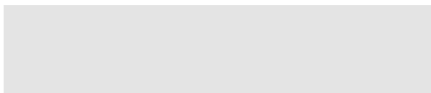
FOURTH RESOLUTION

“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.”



Signed this [redacted] day of September 2019



Signature(s)

Notes:

1. A shareholder company may appoint a representative (whether a shareholder of the Company or not) to attend and vote in its behalf.
2. If the corporate resolution appointing the representative is returned without an indication as to how the representative shall vote on any resolution, the representative will exercise his/her discretion as to whether, and if so, how he/she votes.
3. The duly signed corporate resolution appointing the representative should be deposited at the Company’s Share Registry & Transfer Office, MCB Registry & Securities Ltd, 2nd Floor, MCB Centre, Sir William Newton Street, Port Louis, not less than twenty-four (24) hours before the meeting, and in default, the corporate resolution appointing the representative shall not be treated as valid.