

CIRCULAR NOTICE

THIS CIRCULAR NOTICE CONSTITUTES, FOR THE PURPOSES OF THE LISTING RULES, A SUPPLEMENT TO THE LISTING PARTICULARS DATED 23 DECEMBER 2020 AS AMENDED (“**LISTING PARTICULARS**”) IN RELATION TO THE SECURED CREDIT-LINKED NOTES OF CM DIVERSIFIED CREDIT LTD (THE “**ISSUER**”).

Unless otherwise defined, words and expressions used in this Circular Notice shall bear the same meanings as in the Listing Particulars.

This Circular Notice is issued pursuant to the Listing Particulars namely in relation to certain amendments (the “**New Terms**”) to: (i) the Aggregate Nominal Amount, (ii) the Interest Rate provisions, (iii) the Reference Portfolio, and (iv) the sections of clause 2 of the Listing Particulars as per the Annex (defined below).

A summary of the New Terms is provided in paragraphs 1 to 5 below, and the proposed modifications to clause 2 of the Listing Particulars are indicated in an annex to this Circular Notice (the “**Annex**”). Any investment decision in respect to the Notes shall be based on careful consideration of this Circular Notice (including the Annex) and the Listing Particulars as a whole.

- The table below shows the proposed amendments to the Aggregate Nominal Amount:

Amendment to	Current Terms	Proposed Terms
Aggregate Nominal Amount	MUR 1,657 million	MUR 1,751 million

- The terms and conditions applicable to the Interest Rate are amended as follows:

Amendment to	Current Terms	Proposed Amended Terms
Interest Rate	Higher of 1.25% p.a. and R – 15 bps p.a. where R is the weighted (by amount allocated at each auction) average of the highest 91-day Government of Mauritius or Bank of Mauritius (as the case may be) bill yields accepted on primary auctions held during the period beginning on (and including) 29 th March 2021 (the “ Initial Date ”) and ending on (but excluding) the date on which the Circular Notice immediately following the Initial Date is issued	Higher of 1.70% p.a. and R – 15 bps p.a. where R is the weighted (by amount allocated at each auction) average of the highest 91-day Government of Mauritius or Bank of Mauritius (as the case may be) bill yields accepted on primary auctions held during the period beginning on (and including) 29 th June 2021 (the “ Initial Date ”) and ending on (but excluding) the date on which the Circular Notice immediately following the Initial Date is issued
Interest Reset Date (subject to Business Day Convention)	29 June 2021	29 September 2021
Duration of Interest Period	92 days	92 days
Maturity Date	18 th December 2030	31 st May 2036

3. The table below shows the proposed amendments to the Reference Portfolio and the weightage of the Reference Underlyings:

Amendment to	Current Reference Portfolio	Proposed Reference Portfolio
Reference Portfolio	<ul style="list-style-type: none"> • RU-ENL 01: MUR 426 million (25.7%) • RU-CIEL 01*: MUR170 million (10.3%) • RU-CIEL 02: MUR 170 million (10.3%) • RU-MUA 01: MUR 426 million (25.7%) • RU-OHTE 01: MUR 264 million (15.9%) • RU-ASC 01: MUR 200 million (12.1%) 	<ul style="list-style-type: none"> • RU-ENL 01: MUR 461 million (26.3%) • RU-CIEL 02: MUR 195 million (11.2%) • RU-CIEL 03: MUR 170 million (9.7%) • RU-MUA 01: MUR 461 million (26.3%) • RU-OHTE 01: MUR 264 million (15.1%) • RU-ASC 01: MUR 200 million (11.4%)

4. On 31 May 2021, CIEL Ltd redeemed the RU-CIEL 01 notes. On the same day and as per the Circular Notice dated 8 March 2021, the Issuer subscribed to MUR 170m of RU-CIEL 03 notes.
5. The New Terms shall subject to regulatory approvals (as applicable) being obtained be effective as from 29th June 2021. Except as amended by the New Terms, the Listing Particulars shall remain unchanged and shall apply to the Notes in their entirety.
6. In accordance with the terms of the Listing Particulars, you may exercise your Put Option by replying to this email and quoting the text specified in paragraph 7 below within three (3) Business Days of the date hereof. We remind you that, unless waived by the Issuer, a Put Option Notice sent to the Issuer shall be irrevocable.
7. In the event you wish to exercise your Put Option, please reply to the email notice and quote therein verbatim (save for the number of notes to be edited as applicable) the following text, which shall, for the purposes of the Listing Particulars, constitute the Put Option Notice:
- “Further to the Circular Notice dated 9th June, 2021, I hereby unconditionally and irrevocably request you to redeem, purchase, or arrange for the purchase of, all/[insert number] Notes and to credit the Put Proceeds into the relevant bank account .”*
8. The New Terms shall take effect on 29th June 2021.
9. The Annex shall constitute an integral part of this Circular Notice.
10. Except as amended pursuant to this Circular Notice, all the other terms and conditions set out in the Listing Particulars shall remain in full force and effect.
11. The governing law and jurisdiction clauses of the Listing Particulars shall apply to this Circular Notice.

9th June 2021

ANNEX – SUPPLEMENTAL INFORMATION ON VARIATION OF TERMS AND AMENDMENT TO LISTING PARTICULARS
A. Consequential Amendments to the Terms of the Listing Particulars

- i. The table in Clause 2 of the Listing Particulars is hereby amended with the following new terms for the sections “Interest Rate” and “Interest Reset Date”:

PRINCIPAL TERMS	
Interest Rate	The Interest Rate shall be as follows: <ul style="list-style-type: none"> • for the Interest Period starting 29th June 2021, the higher of 1.70% p.a. and R – 15 bps p.a.; where R is the weighted (by amount allocated at each auction) average of the highest 91-day Government of Mauritius or Bank of Mauritius (as the case may be) bill yields accepted on primary auctions held during the period beginning on (and including) 29th June 2021 (the “Initial Date”) and ending on (but excluding) the date on which the Circular Notice immediately following the Initial Date is issued; • thereafter, reset on each Interest Reset Date and will be specified in the Circular Notice
Interest Reset Date	The next Interest Reset Date shall be 29 th September 2021

B. Portfolio Composition

The table below shows the Reference Portfolio composition as at 29 June 2021.

PART I: REFERENCE UNDERLYINGS

Reference entity	Reference underlying reference	Rating	Security	Weight in reference portfolio
ENL Limited	RU – ENL 01	CARE MAU A	A first rank share pledge on ENL Property Ltd (“ ENLP ”). The shares pledged by ENL Ltd and shall carry a minimum valuation of 1.3x of the Issuer’s exposure.	26.3%
CIEL Ltd	RU – CIEL 02	CARE MAU A+	A first rank share pledge (shared <i>pari passu</i> with all noteholders) on Alteo Ltd (ISIN: MU0368N00004) (“ Alteo Shares ”) and SUN Limited (ISIN: MU0016N00009) shares (“ SUN Shares ”). The Alteo Shares and the Sun Shares pledged carry a minimum valuation of MUR 213 million (the “Valuation Covenant”). The Issuer has agreed to waive the interest coverage ratio covenant and valuation covenant for the period 30 June 2020 to 1 st July 2021	11.2%
CIEL Ltd	RU – CIEL 03	CARE MAU A+	A first rank share pledge on CIEL Textile Limited Shares (“ CTL Shares ”). The CTL Shares pledged shall carry a minimum valuation of 1.5x of the Issuer’s exposure.	9.7%
MUA Ltd	RU – MUA 01	CARE MAU AA- (stable)	None	26.3%
OHTE Ltd	RU – OHTE 01	CARE MAU A- (stable)	<ul style="list-style-type: none"> A pledge of bank accounts of the Reference Entity A first rank share pledge of the Omnicane Thermal Energy Operations (La Baraque) Ltd shares held by Omnicane Ltd 	15.1%
Ascencia Ltd	RU – ASC 01	CARE MAU A+	A first rank <i>pari-passu</i> floating charge on the assets of Ascencia Ltd	11.4%

PART II: REFERENCE ENTITIES

- CIEL Ltd**

CIEL Ltd is a diversified Mauritian based investment company with operations across Africa, Asia, and Mauritius. CIEL Ltd, listed on the SEM, operates across 5 major clusters: Textile, Agro & Property, Hotels & Resorts, Healthcare, and Finance. As at 30 June 2020, CIEL Ltd (on a group basis) generated revenues of MUR 21.9bn and, a normalised EBITDA of MUR 3.2bn.

- ENL Limited**

ENL Ltd is a diversified investment company listed on the SEM operating across 7 segments of land & investments, agro-industry, real estate, commerce & industry, hospitality, logistics and fintech. For the year ended 30 June 2020, ENL Ltd (on a consolidated basis) generated revenues of MUR 14.4bn, an operating profit of MUR 303m and a loss after tax of MUR 957m.

- MUA Ltd**

MUA was incorporated in 1948. It has been listed on the Official Market of the Stock Exchange of Mauritius Ltd since 1993. MUA operates within the financial services industry specialising in Insurance, Corporate Pension Schemes, Investment and Loans for

both individuals and corporates. For the year ended 31 December 2020, MUA earned gross premium of MUR 5.2bn and a group profit after tax of MUR 365m.”

- **OHTE**

OHTE is a wholly owned subsidiary of Omnicane Limited and is the majority shareholder (60%) of Omnicane Limited’s main power plant, Omnicane Thermal Energy Operations (La Baraque) Ltd (“OTEOLB”). OTEOLB has signed a 20-year Power Purchase Agreement (“PPA”) with the Central Electricity Board (“CEB”), which will expire in July 2027, and which requires OTEOLB to be available to the CEB for a minimum of 8,000 hours annually. Whilst OTEOLB exports the majority of the electricity it produces on-demand to the CEB throughout the year, the power plant also supplies both electricity and low-pressure steam to Omnicane Milling Operations Limited (“OMOL”) during the harvest season.

- **Ascencia Ltd**

Ascencia is the leading mall owner and operator in Mauritius. Its prime assets include Bagatelle, the busiest mall in the country, and ‘Jumbo’ Phoenix Mall. As at 30 June 2020, Ascencia generated a total revenue of MUR 1.3bn, an operating profit of MUR 621m, and a profit after tax of MUR 407m.