

**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**”) made to the Interest Rate provisions. A summary of the New Terms is provided in paragraph 1 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.

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

Amendment to	Current Terms	Proposed Amended Terms
<b>Interest Rate</b>	Higher of 1.45% 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 <sup>th</sup> September 2021 (the “ <b>Initial Date</b> ”) and ending on (but excluding) the date on which the Circular Notice immediately following the Initial Date is issued	Higher of 1.40% 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 <sup>th</sup> December 2021 (the “ <b>Initial Date</b> ”) and ending on (but excluding) the date on which the Circular Notice immediately following the Initial Date is issued
<b>Interest Reset Date (subject to Business Day Convention)</b>	29 December 2021	29 March 2022
<b>Duration of Interest Period</b>	92 days	90 days
<b>Maturity Date</b>	31 <sup>st</sup> May 2036	31 <sup>st</sup> May 2036

2. The New Terms shall subject to regulatory approvals (as applicable) being obtained be effective as from 29<sup>th</sup> December 2021. Except as amended by the New Terms, the Listing Particulars shall remain unchanged and shall apply to the Notes in their entirety.
3. 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 4 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.

4. 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 7<sup>th</sup> December, 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 .”*

5. The New Terms shall take effect on 29<sup>th</sup> December 2021.
6. The Annex shall constitute an integral part of this Circular Notice.
7. 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.
8. The governing law and jurisdiction clauses of the Listing Particulars shall apply to this Circular Notice.

**7<sup>th</sup> December 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	
<b>Interest Rate</b>	The Interest Rate shall be as follows: <ul style="list-style-type: none"> <li>• for the Interest Period starting 29<sup>th</sup> December 2021, the higher of 1.40% 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<sup>th</sup> December 2021 (the “<b>Initial Date</b>”) and ending on (but excluding) the date on which the Circular Notice immediately following the Initial Date is issued;</li> <li>• thereafter, reset on each Interest Reset Date and will be specified in the Circular Notice</li> </ul>
<b>Interest Reset Date</b>	The next Interest Reset Date shall be 29 <sup>th</sup> March 2022

## B. Portfolio Composition

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

### PART I: REFERENCE UNDERLYINGS

Reference entity	Reference underlying reference	Rating	Security	Weight in reference portfolio
<b>ENL Limited</b>	RU – ENL 01	CARE MAU A	A first rank share pledge on ENL Property Ltd (“ <b>ENLP</b> ”). The shares pledged by ENL Ltd and shall carry a minimum valuation of 1.3x of the Issuer’s exposure.	23.4%
<b>CIEL Ltd</b>	RU – CIEL 02	CARE MAU A+	A first rank share pledge (shared pari passu with all noteholders) on Alteo Ltd (ISIN: MU0368N00004) (“ <b>Alteo Shares</b> ”) and SUN Limited (ISIN: MU0016N00009) shares (“ <b>SUN Shares</b> ”). 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 <sup>st</sup> July 2021	9.9%
<b>CIEL Ltd</b>	RU – CIEL 03	CARE MAU A+	A first rank share pledge on CIEL Textile Limited Shares (“ <b>CTL Shares</b> ”). The CTL Shares pledged shall carry a minimum valuation of 1.5x of the Issuer’s exposure.	8.6%
<b>MUA Ltd</b>	RU – MUA 01	CARE MAU AA- (stable)	None	23.4%
<b>MUA Ltd</b>	RU – MUA 02	CARE MAU AA- (Stable)	None	2.5%
<b>OHTE Ltd</b>	RU – OHTE 01	CARE MAU A- (stable)	<ul style="list-style-type: none"> <li>A pledge of bank accounts of the Reference Entity</li> <li>A first rank share pledge of the Omnicane Thermal Energy Operations (La Baraque) Ltd shares held by Omnicane Ltd</li> </ul>	11.6%
<b>Ascencia Ltd</b>	RU – ASC 01	CARE MAU A+	A first rank pari-passu floating charge on the assets of Ascencia Ltd	10.2%
<b>Currimjee Jeewanjee and Company Limited</b>	RU – CJ 01	CARE MAU A-	A first rank floating) on all the assets of the CJ, except for the 25% share capital in Emtel (already pledged) which will be carved out from the charged assets	10.2%

### 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 2021, CIEL Ltd (on a group basis) generated revenues of MUR 17.9bn and, a normalised EBITDA of MUR 2.7bn.

- **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 2021, Ascencia generated a total revenue of MUR 1.3bn, an operating profit of MUR 704m, and a profit after tax of MUR 958m.*

- **Currimjee Jeewanjee and Company Limited**

*Currimjee Jeewanjee and Company Limited (“CJ”) is part of the Currimjee Limited Group, a family owned business founded by the Currimjee Family over 130 years ago. CJ has a solid asset base of across Telecoms, Media & IT (“TMIT”), Real Estate, Hospitality and Tourism, Commerce & Financial Services and Energy clusters. It owns and represents several popular brands within the country, namely Emtel, Canal+, Total, Batimex, Island Life Assurance, Phoenix Central, Quay 11 and Arcades Currimjee.*