

NOTICE OF CLASS MEETING

TO THE SHAREHOLDERS OF CIEL LIMITED HOLDING ORDINARY SHARES

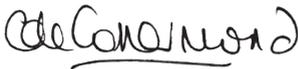
Notice is hereby given that a **Class Meeting (“Meeting”) of the holders of Ordinary Shares of CIEL Limited** (“Company” or “CIEL”) will be held on **12 December 2023 at 9:45 hours** at the Registered Office of the Company, 5th Floor, Ebène Skies, rue de l’Institut, Ebène, for the purpose of considering and if thought fit, passing the following resolution:

RESOLUTION TO BE ADOPTED AS A SPECIAL RESOLUTION – ISSUE OF SHARES

“**THAT** the Board of Directors of CIEL (the “Board”) be authorised to issue up to a maximum of 16,899,012 (sixteen million eight hundred and ninety-nine thousand and twelve) Ordinary Shares of no par value in respect of the Employee Share Scheme and Employees Phantom Share Scheme, whose the terms and conditions are defined under Appendix A, and, **THAT** such new shares be listed on the Official Market of The Stock Exchange of Mauritius Ltd upon their issue, ranking *pari passu* with the existing Ordinary Shares of no par value.”

Note: The above Resolution, being deemed to be a variation of rights of each of the existing classes of shares in the capital of the Company, shall, to be effective, be also approved as an Ordinary Resolution of the shareholders of the Company and as a Special Resolution by the holders of Redeemable Restricted A Shares.

By Order of the Board



Clothilde de Comarmond, ACG

Per CIEL Corporate Services Ltd
Group Company Secretary

30 October 2023

Notes:

- (a) A shareholder of the Company entitled to attend and vote at the Meeting may appoint a proxy, whether a member or not, to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company. Proxy Forms should be deposited at the Company’s Share Registry & Transfer Office, MCB Registry & Securities Limited, Ground Floor, Raymond Lamusse Building, 9-11 Sir William Newton Street, Port Louis, not less than 24 hours before the Meeting, and in default, the instrument of proxy shall not be treated as valid.
- (b) Postal votes should reach the Company’s Share Registry & Transfer Office, Ground Floor, Raymond Lamusse Building, 9-11 Sir William Newton Street, Port Louis, not less than 48 hours before the Meeting, and in default, the postal vote shall not be treated as valid.
- (c) A proxy form and postal vote are available on the Company’s website (www.cielgroup.com) and also available at the Registered Office of the Company.
- (d) 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 13 November 2023.

This Notice is issued pursuant to Listing Rule 11.16 and Rule 14(a) of the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007. The Board of Directors of CIEL Limited accepts full responsibility for the accuracy of the information contained in this Notice.

BRN: CO600717