Ciel
Go Beyond

Annual
Integrated Report
2024

Purpose-Driven **Vision**

A **Purpose-Driven Vision** for Lasting **Growth** and **Success**

At the heart of our purpose - For A World We Can All Feel Proud Of - lies a clear and focused strategy for sustainable growth. Our strength is rooted in a unified approach, bringing together our diverse sectors into a cohesive and strategic vision for the future.

The designs created for this report reflect the vibrant regions, people and sectors in which we operate. Every decision we make is guided by a clear objective that contributes to a well-defined picture of success, aimed at enhancing value and driving our business forward. This 'Purpose-Driven Vision' underscores our commitment to a disciplined investment approach and a strategy that steers us toward A World We Can All Feel Proud Of.

For the best experience,
please open the Annual Integrated Report
on Adobe Acrobat Reader.

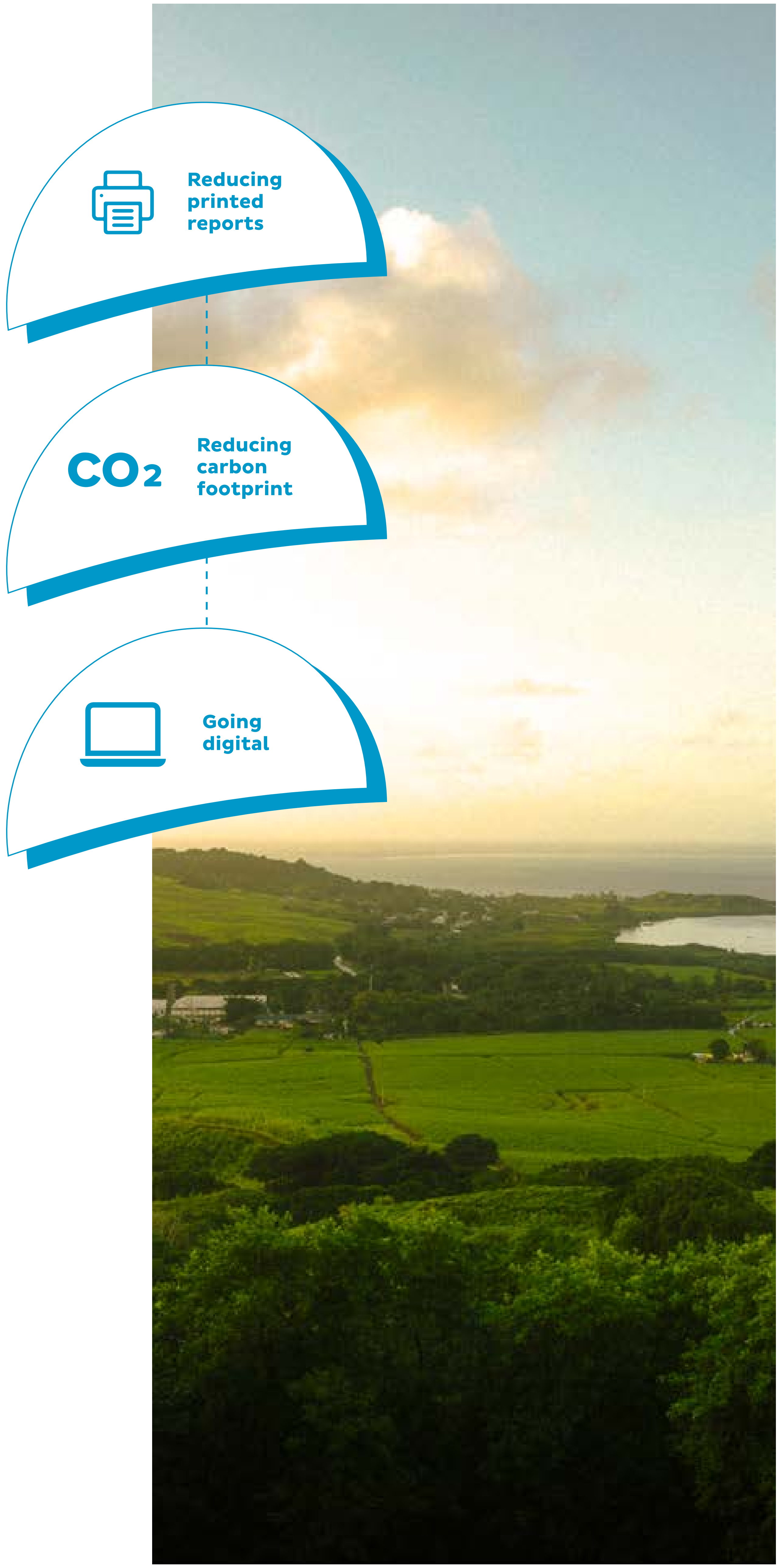
CIEL Limited (CIEL or the Group) continues its efforts to reduce its environmental impact and improve its eco-friendly practices as an integral part of its long-term strategy and operational approach.

Aligned with our sustainability commitments and by virtue of the Practice Direction (No. 2 of 2022) issued by the Registrar of Companies pursuant to section 12(8) of the Companies Act 2001 ("CA") on the sending of annual reports and financial statements, and further amendments brought to the CA by the Finance (Miscellaneous Provisions) Act 2023, a soft copy of the Annual Integrated Report, which includes the Annual Financial Statements may be viewed on our website - www.annual-report.cielgroup.com.

Shareholders may still request a printed copy of the report by contacting the Company Secretary, CIEL Corporate Services Ltd, on +230 404 2200 or by email at the following address: cdc@cielgroup.com.
The report may also be inspected at the Company's registered office, 5th Floor, Ebène Skies, Rue de l'Institut, Ebène, during working hours, between 9.00 am and 5.00 pm, Monday to Friday.

Click below to update your details

E-communications form



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Ciel
Go Beyond

To our **Shareholders**

About this **Integrated Report**

Purpose-Driven Vision

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The Group's integrated report covers the activities of CIEL Group and its clusters, namely, Hotels & Resorts, Finance, Textile, Healthcare, Property and Agro. This report details the financial performance for the year ended 30 June 2024. We have included only what we believe is material, regarding risks, issues, and opportunities that have or can have a significant positive or negative impact on the operations, profitability or brand equity of the Group. There has been no material change to the strategy and structure of the Group since the 2023 report. Due to the nature of the Group, its portfolio valuation tends to shift in relation to the changes in the value of its underlying investments, and as a result of acquisitions and disposals within the portfolio.

What Guides our Reporting Process

This report has been developed following the guidelines of the International Integrated Reporting Framework, whose aim is to drive connectivity between sustainability disclosure and financial statements. Throughout the report you will find International Financial Reporting Standards ("IFRS") IFRS 9 compliance for financial metrics and adherence to CIEL's Sustainability Strategy 2020-2030 for non-financial and material issues.
Our strategy, material topics and related KPIs are guided by the International Finance Corporation ("IFC") Performance Standards, and we have also responded to the call to action of the United Nations (UN) Sustainable Development Goals (SDGs) as can be seen in our Group strategy.

The report is further guided by the National Code of Corporate Governance ("NCCG") for Mauritius (2016).

In July 2023, the International Sustainability Standards Board (ISSB) released IFRS S1: General Requirements for Disclosure of Sustainability-related Financial Information and IFRS S2: Climate-related Disclosures. It should be noted that adhering to this guidance is an endeavour that CIEL is assessing. As part of this journey, we aim to define and mine accurate data to implement these guidelines over the coming years.

Materiality

In line with the concept of double materiality, our integrated report extends beyond financial reporting and includes non-financial performance, opportunities, risks and outcomes attributable to or associated with our key stakeholders, which have a significant influence on our ability to create and preserve value sustainably, while minimising value erosion. We want our stakeholders to understand how, through effective management, strategic direction, and innovation, we create value for all our stakeholders over the short, medium, and long term.

Ensuring the Integrity of our Report

The publication and integrity of the financial and non-financial information provided by listed companies are vital to the proper functioning of a well-regulated market.

To ensure the credibility and reliability of our reporting, we employ a combined assurance model that supports both the information we provide and the underlying processes. Our auditors, PricewaterhouseCoopers Ltd (Mauritius), have audited our consolidated annual financial statements. Additionally, each year the Group undergoes an assessment conducted by the NCCG, which provides feedback on areas for improvement in our report. The Group's internal audit function, overseen by the audit committee, evaluates our financial, operational, compliance, and risk management controls.

This report was prepared by CIEL Head office, in close collaboration with our clusters' management teams. Pertinent sections of the report have been circulated to the Board for their feedback. We welcome your feedback on the report and invite you to share any comments or questions to: investorrelations@cielgroup.com

Forward-Looking Statements

This report contains forward-looking statements which, by their nature, involve risk and uncertainty because they relate to future events and circumstances that may be beyond our control. We therefore advise readers to use caution in interpreting any forward-looking statements in this report.

CIEL at a Glance

OUR PURPOSE

FOR A WORLD WE CAN ALL FEEL PROUD OF

OUR VALUES

PEOPLE AT HEART

EXCELLENCE AT CORE

ETHICAL & SUSTAINABLE

37,600+
Employees

10+
Countries

MUR **12.4** BN
Market Cap

30+
Brands

6
Sectors

MUR **120** M
Invested in social projects since 2004

CIEL at **a Glance** (cont'd)

Key figures for the year ended 30 June 2024

MUR **35,176** M
Group Consolidated Revenue
MUR 35,409M - 30 June 2023

MUR **7,480** M
EBITDA
6%
MUR 7,084M - 30 June 2023

MUR **5,038** M
Group Profit After Tax
17%
MUR 4,302M - 30 June 2023

MUR **2,807** M
Profit Attributable to Owners
6%
MUR 2,653M - 30 June 2023

Group Earnings per Share

2024	MUR **1.66**
2023	MUR 1.57

Group EBITDA Margin

2024	**21.3%**
2023	20.0%

Group Free Cash Flow to EBITDA

2024	**55.7%**
2023	60.0%

Group Return on Capital Employed

2024	**15.1%**
2023	14.1%

Group NAV per Share

2024	MUR **13.73**
2023	MUR 12.38

Group Gearing

2024	**25.1%**
2023	28.6%

Group Net Debt to EBITDA

2024	**1.51**
2023	1.70

Company NAV per Share

2024	MUR **13.12**
2023	MUR 11.03

A Letter from our **Chairman**

P. Arnaud **Dalais**

Dear Shareholders,
it is my real pleasure to introduce the CIEL Annual Integrated Report for the 2024 financial year. This year has been a milestone for CIEL. The Group has once again reported excellent results, despite challenging geopolitical and global economic dynamics. Furthermore, it has been a year of transition at the helm of the company.

Our Strategy

Ten years ago, we embarked on a strategic review of the Group, with the aim of further diversifying our portfolio to ensure sustained growth by investing in new markets and new sectors, including Healthcare and Finance. We have consistently created value for our shareholders through strict financial discipline and today, we are reaping the benefits of these bold decisions. Throughout, our policy has been to maintain a clear focus on managing debt levels while pursuing long-term investments that strengthen our portfolio for future resilience. I humbly believe that we succeeded in our strategy.

As I reflect on this journey, I find comfort in knowing that our people are our true strength. Their dedication and continuous drive for operational excellence at every level has driven the growth of the Group, particularly since the pandemic. The resilience of our fantastic teams, and the committed and inspirational leadership of our executives, has been instrumental in the Group's post-Covid resurgence.

A Letter from our **Chairman** (cont'd)

CIEL within the Bigger Picture – At Home and Abroad

CIEL is a proudly Mauritian group, generating over half of its business outside the country across East Africa, the Indian Ocean and South Asia.

Our DNA is about doing business in a sustainable manner. We not only believe but diligently practice our purpose: For A World We Can All Feel Proud Of. As part of this, we have identified and implemented 17 KPIs on sustainability that will guide our focus across the Group. With this targeted approach, we are confident that we can continue making a positive impact on our environment and society.

This commitment is embodied by our employees and leaders and also through the various ways we support the communities in which we operate. Corporate Social Responsibility is an integral part of each of our operations. This year, we celebrate the 20th anniversary of the CIEL Foundation. Since 2004, thousands have benefitted from the foundation's initiatives, and we are proud to champion inclusion and support vulnerable communities across Mauritius and in the ten countries where we operate.

As an employer of over 37,000 people across three continents, CIEL is a pioneer among Mauritian groups. We proudly employ over 10,000 talented individuals in India and have a similar presence in Madagascar. Kenya and Tanzania remain key regions for the Group with more than 4,000 employees. Our investments in these regions create jobs, improve working conditions, and promote sustainable production practices. Through these efforts, we support the economic growth in both Mauritius and these growing economies.

CIEL's Performance

CIEL's market capitalisation stood at MUR 12.4 bn, with a 13% increase in share price to MUR 7.36 as at 30 June 2024 from MUR 6.52 a year ago. The SEMDEX increased by 7% overall, thereby showing that CIEL outperformed the market in Mauritius. This strong financial performance contributed to our ability to create value for shareholders. The Group declared a 14% increase in dividend in FY24 to 32 cents/share from 28 cents/share.

Our Hotels & Resorts cluster had a fantastic year and reported a net profit of MUR 2M for the financial year, driven primarily by the excellent performance at Sunlife. Our Property segment has undergone extensive growth through Evolis and the sustainable development in the Southeast of the island at Ferney is progressing swiftly. Our Agro business has maintained a good performance, despite challenging operational conditions.The Healthcare sector of the Group maintains its good momentum, with Ugandan operations posting excellent results. This growth reflects continued efforts in modernising facilities and enhancing patient care across operations in Mauritius and Uganda.

In Finance, we are developing excellent traction in several markets, with BNI Madagascar already established as one of the leading banks in Madagascar. Our other interests such as Bank One are showing steady growth.

One of the key advantages of our diversified business activities is the ability to balance challenges in one cluster with strong performances in others. While our Textile cluster experienced a slight downturn, largely due to tougher global conditions, its prospects in India and Madagascar remain robust. CIEL Textile is now well established as one of the top five global producers of woven shirts in the menswear sector. Not every achievement is financial - succession planning is a vital, yet challenging task and I am proud to be able to say that CIEL has been very successful in this regard. We achieved a smooth handover of the Group Chief Executive role at the end of the financial year under review, with the transition between Chairmen poised to go ahead at the end of the 2025 financial year.

Diversity and Unity – Facing the Challenges of the Future

A company requires many different skill sets to succeed as well as strong teamwork - especially under pressure - my own history in rugby means I sometimes see the many individuals and departments in our Group in those terms. We achieve our best when we work as a scrum, everyone pushing together, in the same direction, at the same time, with the same outcome in mind. This unity of direction and commitment to moving forward is something I see across the CIEL Group.The strength of our people will stand us in good stead to face the challenges of the future.

We are living in complex times, where global markets are always vulnerable to shifts in geopolitical dynamics. Fortunately, CIEL's broad and diverse portfolio of operations provides a measure of protection from this instability and helps us navigate the challenges of a volatile international economic environment, with a strong, well-resourced strategy, CIEL remains focussed on operational excellence while exploring new investment opportunities and ways to support our margins across the board.

One specific challenge we are addressing is digitisation. It is essential that CIEL maintains its competitive edge through the adoption of new technologies that will increase our capacity and streamline our operations. This process is already underway - along with the training of our teams - an essential step to implement these changes seamlessly and cost-effectively.

Thanks and Good Wishes

Since the end of the 2024 financial year, there have been significant transitions for CIEL – our board and executive teams have seen some major changes. Three board members, Louis Guimbeau, Xavier Thiéblin and Jean-Louis Savoye, resigned and, we welcomed new appointments in Anne Langourieux and Aymeric Flamant. We have also made good progress towards meeting the national quota of at least a quarter of board members being women – an obligation we view as not only a positive step towards gender equality, but also as good business sense.

A Letter from our **Chairman** (cont'd)

The end of the 2024 financial year also saw the retirement of Jean-Pierre Dalais as Group Chief Executive, a role he has held since 2017. Jean-Pierre has been playing a key role in the development of CIEL since he joined the company in 1992, and I would like to sincerely thank him for the many years of successful collaboration and mutual support.

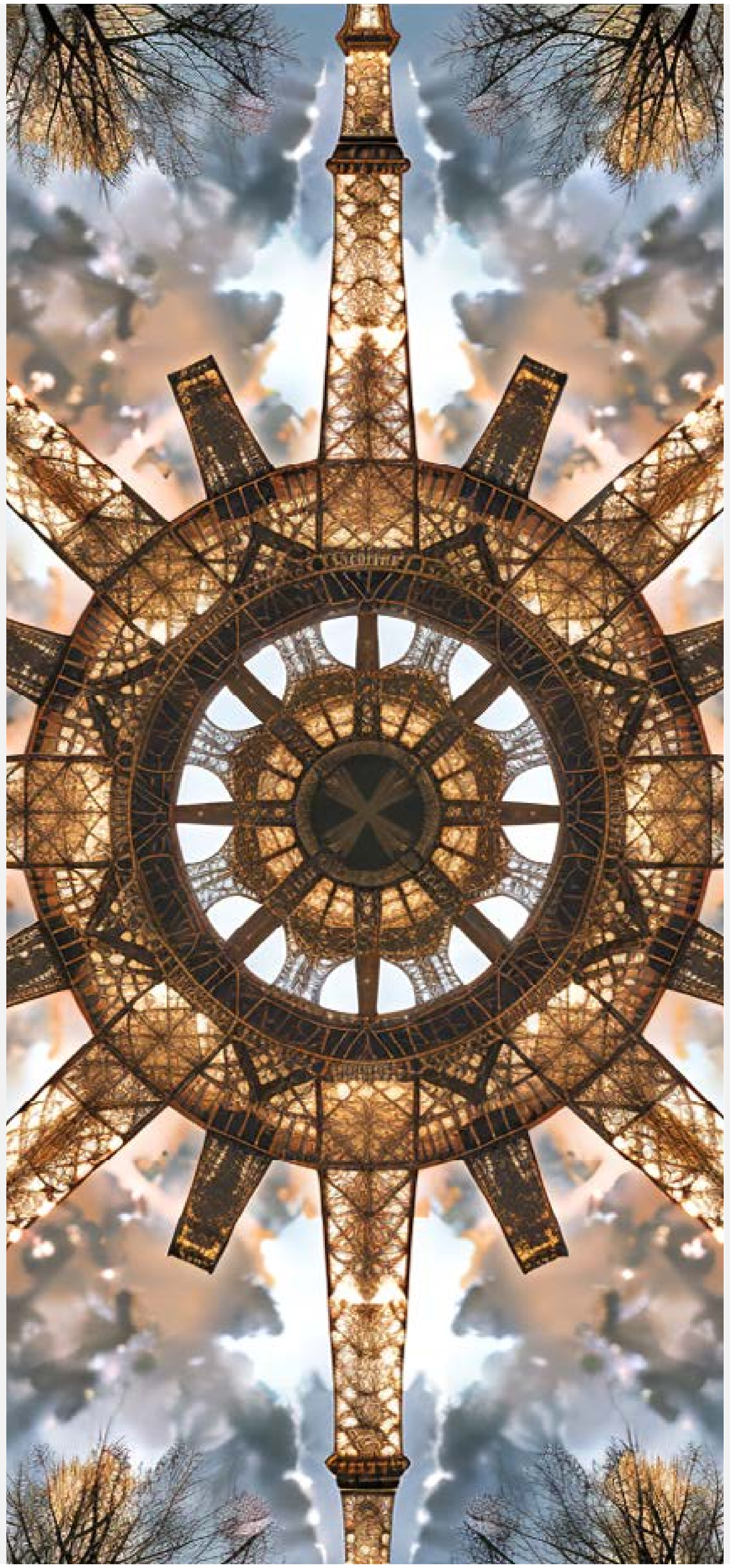
Jean-Pierre is succeeded as Group Chief Executive by Guillaume Dalais. On behalf of the Board, I extend our congratulations and best wishes to Guillaume in this new role – we are confident that his extensive history with CIEL has equipped him well to lead the Group forward, fostering innovation and continued growth.

I would also like to extend my personal thanks to my colleagues on the Board, our shareholders and stakeholders at every level, we are grateful for your confidence in our leadership, and in CIEL as a whole. Together, we have taken many steps forward, and I look forward to continuing to share in the journey.

P. Arnaud Dalais
Chairman

Group **Structure**

- Mauritius
- India
- Madagascar
- Bangladesh
- Uganda
- Kenya
- Tanzania
- Dubai
- France
- South Africa
- Seychelles



Ciel Textile

- **Woven**: Aquarelle, Laguna
- **Knits**: CDL, Tropic
- **Knitwear**: Floreal, FSM

Ciel Finance

- **Bank One**
- **BNI Madagascar**
- **MITCO**

Ciel Healthcare

C-Care

- **C-Care (Mauritius)**: C-Care Darné, C-Care Wellkin, C-Care Tamarin, C-Care Grand Baie
- **C-Care (International)**: C-Care Uganda, C-Care Madagascar
- **C-Lab** (Present in Mauritius, Madagascar and Uganda)

Ciel Hotels & Resorts

- ***Sunlife***: Sugar Beach, La Pirogue, Long Beach, Ambre, Solea, World Leisure Holidays
- **Riveo**: Shangri-La Le Touessrok, Four Seasons Resort Mauritius at Anahita, Loisirs des Iles
- **Anahita Residences & Villas**

Ciel Properties

- Evolis Properties
- Ferney
- CIEL Properties Development

Ciel Agro

Alteo Group

- Alteo (Mauritius)
- MIWA Sugar (East Africa)

Please find full Group Structure here

A Diverse **Portfolio of Brands**

Ciel Textile

AQUARELLE · LAGUNA · TROPIC · CDL · FLOREAL · FSM

Ciel Finance

BANK ONE · BNI MADAGASCAR · MITCO Mauritius International Trust Company Limited

Ciel Healthcare

C care · C lab · C pharma

Ciel Hotels & Resorts

sunlife · SUGAR BEACH MAURITIUS · LA PIROGUE MAURITIUS · LONG BEACH MAURITIUS · ambre MAURITIUS · FOUR SEASONS · SHANGRI-LA LE TOUESSROK MAURITIUS · ANAHITA

Ciel Properties

ebene skies · evolis PROPERTIES · LA VALLÉE DE FERNEY · FERNEY

Ciel Agro

alteo · MIWA SUGAR

A Strong Network of **Global Partners**

Family Investment Holding Companies	Peugeot Invest; Fimalac; Dentressangle – investing through passion
Development Finance Institutions	Proparco – Groupe Agence Française de Développement; IFC – International Finance Corporation – World Bank Group
Recognised Industry Players	Axian – Let's grow together; IBL – Together; Shangri-La Le Touessrok Mauritius; Four Seasons; Tereos; I&M Bank Limited; Marietton Developpement; Quadran
Private Equity Funds	IFHA – Investment Funds for Health in Africa

Driving Value Creation
Through Excellence

An interview with our Former **Group Chief Executive**

Jean-Pierre **Dalais**

Dear shareholders and stakeholders of CIEL

As I present my final annual integrated report as Group Chief Executive of CIEL Group, I am pleased to share the positive results and promising outlook for the future. I am proud of the achievements in the 2024 financial year and strongly believe that they will underpin CIEL's long term growth.

What were the strategic focus areas for CIEL in FY24?

Building on our established growth strategy, a key focus for FY24 was to further strengthen CIEL's position in expanding markets, particularly in India and East Africa. To support this, we created a new Strategy & Investment Executive department, which is now headed by Mark van Beuningen. Mark's extensive experience in key markets strengthens our capabilities and network, enabling us to drive portfolio growth and revenue generation both locally and internationally.

In line with this strategy, our focus remains on expanding our operations in India, particularly in manufacturing where we are exploring adjacent growth opportunities by leveraging on our expertise. Additionally, we continue to expand our healthcare operations in East Africa, aiming to establish CIEL as a leading healthcare provider in this fast-growing market.

What were CIEL's key financial achievements and milestones in the year?

CIEL, as a Mauritian group, has been a first mover towards internationalisation of our operations. Today, we are one of the most diversified groups with businesses on three continents. We believe this is a source of great strength for the Group, with 55% of the portfolio's turnover now derived from international operations.

This strategic focus, paired with a commitment to innovation and operational excellence across our clusters has led to an improved EBITDA margin of 21.3%, up from 20.0% in the previous financial year.

An Interview with our Former **Group Chief Executive** (cont'd)

This growth is also reflected in the profit generated, which increased by 17% over the previous year to MUR 5.0 bn – a landmark achievement for CIEL. This performance also adds value to the earnings of our shareholders, with earnings per share reaching MUR 1.66 and Profit Attributable to Owners improving to MUR 2.8 bn from MUR 2.7 bn. We were also able to confirm a dividend increase of 14%, from 28 cents/share to 32 cents/share on 30 June 2024.

The Group has continued its policy of financial discipline, maintaining a Free Cash Flow of MUR 4.2 bn and a Return on Capital Employed rising to 15.1% - a 1% increase on the previous year. CIEL's Net Interest-Bearing Debt decreased to MUR 11.3 bn in the year under review, with a resultant reduction in the gearing ratio from 28.6% to 25.1% as of 30 June 2024.

How have CIEL's business clusters performed in FY24?

All clusters have shown strong overall growth in the year under review, and I am pleased to highlight some of their most significant achievements. For a full breakdown of each cluster, please go to page 59.

Hotels & Resorts

The cluster had an excellent year, not only did they reach MUR 2 bn profit for the year but the main highlight would have to be the decision to split Sun Limited into two distinct listed entities: the owner-managed resorts that will now operate under the Sunlife brand and will include Sugar Beach, La Pirogue, Long Beach and Ambre, while Riveo will hold the asset managed branded luxury resorts, including the Shangri-La Le Touessrok, Four Seasons Resort Mauritius and Ile aux Cerfs. This strategic move enables each business to focus on its unique business model and strengths, creating greater value for both entities.

Textile

CIEL Textile delivered a good performance, with its significant potential still to be fully realised. Its strategic positioning in India is a major advantage as global sourcing shifts away from other regions. We are now recognised as one of the top five producers of men's woven shirts globally, and we are confident that this momentum, along with regional consolidation in Mauritius and Madagascar to enhance operational efficiency, will deliver strong returns on our ongoing investment.

Finance

CIEL Finance continues to deliver a robust result, year on year. This is mainly driven by higher net banking income at BNI Madagascar. BNI has firmly established itself as a leader in the Malagasy market, becoming the top lender and securing a significant market share across various banking activities. While we remain cautious in our approach, there is considerable potential for further growth in this emerging economy. Bank One, our joint venture with I&M Bank, also reported a solid performance, reflecting steady progress in its Sub-Saharan Africa-focused strategy.

Healthcare

Our strategic planning and operational improvements have led to revenue growth in both Mauritius and Uganda, with Uganda showing excellent progress as we successfully turned the business around to deliver improved returns. The healthcare segment is expanding rapidly, and our plans remain on track as we aim to position C-Care as the healthcare provider of choice in East Africa, a region with significant opportunities for growth.

Property

CIEL Properties, operating two key businesses: Evolis Properties, focused on transforming unused industrial properties into sustainable commercial and warehousing facilities, and Ferney, dedicated to carbon neutrality and appealing to eco-conscious homeowners. This year, the cluster's earnings were boosted by land sales at Ferney and a strong 98.6% occupancy rate in the Evolis Properties' portfolio.

Agro

This sector has benefited from high sugar prices in recent years across the agri-business at Alteo in Mauritius and through Miwa Sugar in Kenya and Tanzania. This year's sugar production was impacted in the second half of the year by adverse climate conditions and mechanical disruptions. In response to this, we have prioritised operational excellence and the implementation of new technologies, which will help mitigate lower production. On the property side, Alteo has several new developments underway that are expected to generate revenue in the short to medium term.

An Interview with our Former **Group Chief Executive** (cont'd)

CIEL is known for its leadership in sustainability. How has the Group moved forward on its targets this year?

Sustainability remains a top priority at CIEL and underpins everything we do. We are acutely aware of our ecological and social impact and are committed to conducting business in alignment with our principles. As local and regional leaders in this sphere, we believe that we have the ability to influence positive change on a broader level, and we take this responsibility seriously.

In the year under review, we conducted a comprehensive review of our 2020-2030 Sustainability Strategy to adapt our approach to meet international sustainability standards. This review was primarily driven by the emergence of new opportunities and risks that we must now consider in our day-to-day operations and overall strategy. Additionally, we aim to develop a clearer and more concise framework that will identify the key KPIs at both Group and cluster levels. As a result of this exercise, seventeen priority KPIs have been implemented, please refer to page 40.

We also maintain deep involvement in community initiatives across our regions and as the chairman mentioned, we are celebrating 20 years of the CIEL Foundation this year. The core purpose of the foundation is to support and promote the inclusion of vulnerable populations in collaboration with NGOs. Over the years, the foundation has collaborated with hundreds of NGOs, making a meaningful difference in countless lives. CIEL's commitment to communities extends beyond social responsibility to include the creation of stable jobs with liveable wages in the various countries where we operate. This benefits the entire community in multiple ways and offers positive long-term outcomes for everyone involved. Finding the right local talent reduces costs and facilitates our integration into new operational environments, and we are dedicated to nurturing that talent as they develop within CIEL.

Recognising that talent and ability can be found in diverse backgrounds is essential for building a diverse workforce. To that end, we have implemented successful programs that support more women in leadership roles and incorporate workers with disabilities into positions that align with their strengths.

What will drive performance for the Group, in terms of outlook?

I am confident that the work we have done since our 10-year strategic plan took effect, and particularly over the last few years, has reinforced and developed our strategy, for a future-fit CIEL. We are ready and able to seize opportunities as they arise. We have built on the solid foundation of our diversified portfolio and have delivered steady growth in terms of earnings. We are an international company, with a significant geographic advantage as part of one of the fastest-growing economic zones in the world. It is essential that we commit to realising the full potential of our manufacturing operations in India and continue to invest in and optimise our existing businesses. We must remain bold in our expansion into new sectors and markets, driving growth and enhancing returns.

This is your final report as CEO – what legacy do you leave at CIEL?

I'm incredibly proud of the team we have built over my time as CEO. The strength of our talent pool, their commitment to our purpose and values is commendable. The infrastructure we have built to support the teams, is humbly, one of the most effective legacies I could hope to leave. I am also pleased to be handing over a strong balance sheet that will equip the new leadership at CIEL, with the capacity to invest strategically. We have established benchmarks for achievements in various areas of business, from further diversifying the portfolio to sustainability leadership and positioning the Group well for its future activities.

Before concluding, I would like to extend my warmest good wishes to my successor, Guillaume Dalais. It has been a pleasure to work so closely with him during this leadership transition, and I am confident that his knowledge of the Group and commitment to its continued success will enable him to guide CIEL to many future accomplishments. CIEL's core values - excellence, ethical and sustainable business practices, and a focus on people - remain steadfast. These values continue to guide the Group, while the next generation of leaders bring fresh energy and perspective to a fast-evolving business landscape.

Finally, I must express my appreciation to the Chairman and the Board for our close collaboration over the years. I am also extremely grateful to CIEL Group's stakeholders, our shareholders, but above all, to our dedicated teams. It has been my honour to work alongside you, driving success at the CIEL Group, and - to echo our purpose - to strive 'For A World We Can All Feel Proud Of.'

Jean-Pierre Dalais
Former Group Chief Executive

A Message from our **Group Chief Executive**

Guillaume **Dalais**

Dear Shareholders and Stakeholders of CIEL Group

As I write to you for the first time as CIEL's Group Chief Executive, I am filled with both pride and humility. Over the past sixteen years, I have had the privilege of being part of CIEL's transformation into a dynamic, international organisation, now operating across ten countries and six sectors. Moving forward, my focus is to build on these strong foundations by advancing sustainable growth and innovation across all our clusters.

At CIEL, we remain committed to excellence, and we place people at the centre of everything. Guided by our core values - People at Heart, Excellence at Core, and Ethical and Sustainable practices - are central to our purpose of creating A World We Can All Feel Proud Of.

CIEL's Position and Future Pathway

I am inspired by the strong foundation built by Jean-Pierre Dalais and our incredible teams, whose dedication has driven our robust performance in FY24. With a solid rise in Earnings Per Share and strong returns on capital, we are well-positioned for continued growth. We are focused on expanding our presence in India and East Africa and executing our clear strategic roadmap for international growth.

Cluster Insights and Strategic Ambitions

In our Textile cluster, we are thrilled about expanding our footprint in India, building on the solid foundation we have established while strengthening our regional presence. We are also exploring new growth opportunities that can leverage our manufacturing strengths, bringing added value to our operations and markets.

In Healthcare, we are already a leader in Mauritius and Uganda, and we are setting our sights on creating a leading healthcare hub in East Africa. This expansion taps into a rapidly growing market and allows us to bring high-quality healthcare to more communities across the region.

A Message from our **Group Chief Executive** (cont'd)

Our Finance cluster continues to perform well, with promising returns driven by a disciplined approach. We are now looking at new revenue streams through strategic Fintech investments, particularly in East Africa, where we can capitalise on our existing banking assets and expertise.

The recent spin-off of Sun Limited marks an exciting new chapter for our Hotels & Resorts cluster. Now operating as two distinct entities, Sunlife focuses on our owner-managed resorts, while Riveo manages high-end brands like Shangri-La Le Touessrok and Four Seasons Resort Mauritius. This structure enables each brand to focus on what they do best, enhancing value and creating memorable guest experiences.

In our Property cluster, we are unlocking value from our portfolio by prioritising sustainable development, starting with our projects in Southeast Mauritius at Ferney. At the same time, Evolis Properties will continue transforming underutilised industrial properties into sustainable, revenue-generating assets, aligning with our commitment to long-term growth and environmental responsibility.

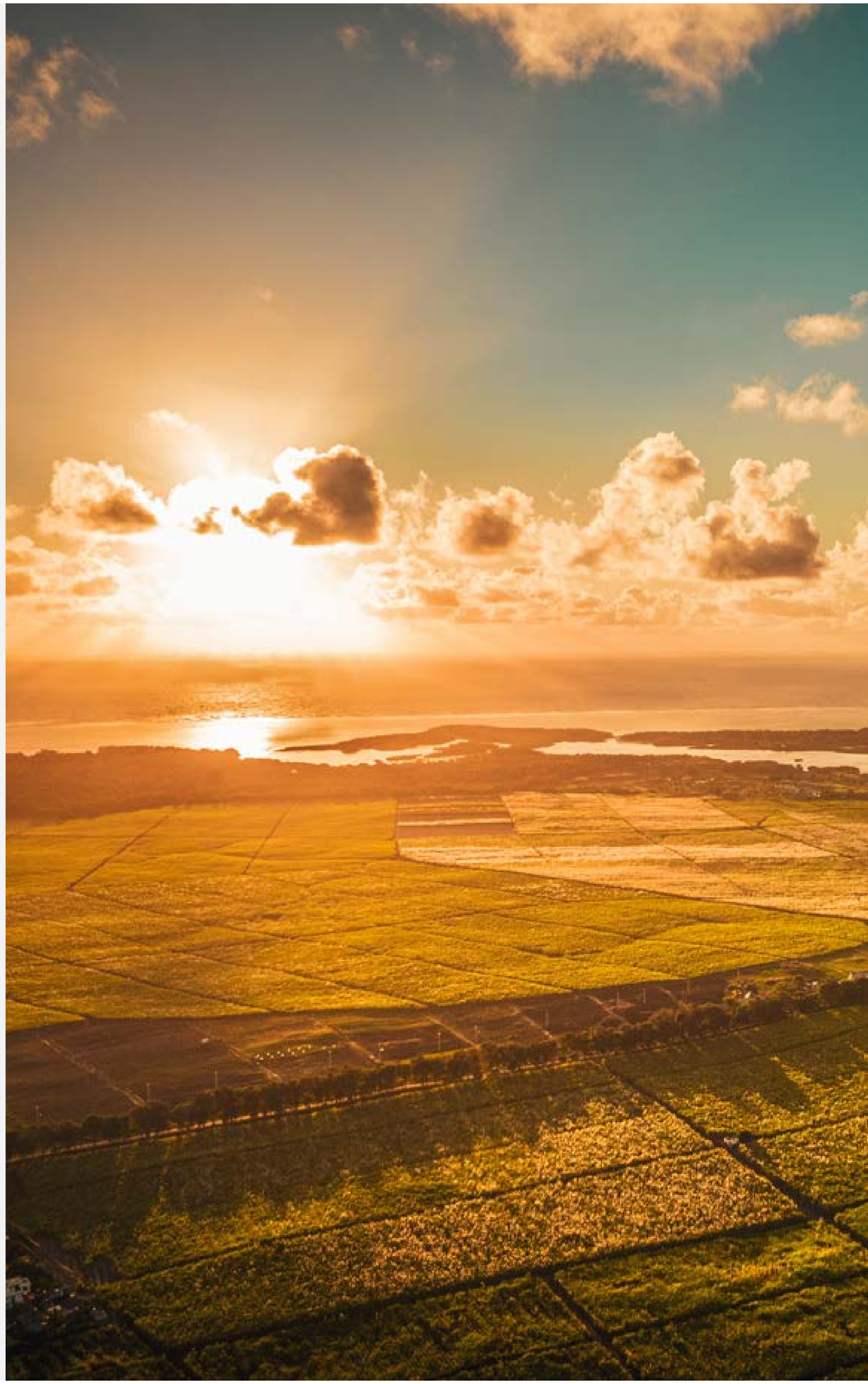
And finally, in our Agro cluster, where we hold a 21% stake, strong sugar prices have boosted recent returns in Mauritius, Kenya and Tanzania, and we remain focused on maximising long-term value as we navigate shifts in pricing. New property developments in Mauritius are poised to yield positive returns in the near future, reinforcing our commitment to sustainable growth.

Leading with Purpose and Vision

Looking ahead, we are focused on nurturing talent, driving digital transformation and fostering innovation across CIEL. Sustainability remains central to our strategy, supported by a clear roadmap that embraces diversity, equity, and inclusion - key elements of the CIEL we envision for tomorrow. I am personally committed to advancing our leadership in sustainability and digital transformation, which I believe is essential to our continued success.

It is a privilege to be part of this journey, building on our legacy as we guide CIEL into a future full of potential and purpose. Together with our talented teams, stakeholders, and shareholders, I am excited to reach new milestones for CIEL and everyone we serve.

Guillaume Dalais
Group Chief Executive Officer



Our Strategic Pillars

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

1 External Shocks | 2 Cyber Threat | 3 Talent Recruitment and Retention | 4 Compliance | 5 Competition Threat | 6 Business Continuity | 7 Culture and Ethics | 8 Finance, Liquidity and Funding | 9 Misinformation and Disinformation | 10 Climate Change and Sustainability

Strategic Pillar	Value Created (KPI)	Highlights of Progress this Year	Key Capitals Impacted	SDGs Tackled	Associated Risks	Stakeholders Benefitted	Next Steps
 1 Performance with Focus on EBITDA Generation	EBITDA Margin	- EBITDA increased by 6% to reach MUR 7.5 bn driven by the strategic focus on diversification, innovation and operational efficiency across clusters - Costs were contained as clusters operated in high inflation and high interest rate environment - EBITDA margin improved to 21.3% from 20.0%		8 DECENT WORK AND ECONOMIC GROWTH	1 2 3 4 5 6 7 8 9 10	- Customers - Our People - Government - Suppliers - Shareholders - Financial and Strategic Partners	- Increase emphasis on enhancing cash flow and EBITDA generation - Drive continuous improvement in operational efficiencies - Accelerate growth by expanding market share in each sector while safeguarding margins - Maintain a strong focus on optimising operations through strict cost control initiatives - Strengthen foreign currency positioning to mitigate risks and hedge against possible further depreciation of rupee - Maximise the value from non-core asset regeneration

Our **Strategic Pillars** (cont'd)

Financial Capital · Human Capital · Intellectual Capital · Manufactured Capital · Social & Relationship Capital · Natural Capital

1 External Shocks · 2 Cyber Threat · 3 Talent Recruitment and Retention · 4 Compliance · 5 Competition Threat · 6 Business Continuity · 7 Culture and Ethics · 8 Finance, Liquidity and Funding · 9 Misinformation and Disinformation · 10 Climate Change and Sustainability

Strategic Pillar	Value Created (KPI)	Highlights of Progress this Year	Key Capitals Impacted	SDGs Tackled	Associated Risks	Stakeholders Benefitted	Next Steps
	ROCE	- Group profit after tax reached MUR 5.0 bn up from MUR 4.3 bn - The Textile cluster continued to do well in India as it consolidates its operations in the region - BNI Madagascar made a significant contribution to Group PAT with a solid result from Bank One - C-Care continues its efforts to modernise its facilities and enhance patient care. This year, C-Care opened a cancer unit at Darne, two satellite clinics in Mauritius and expanded its C-Lab footprint across regions. This led to a sustained profit from Mauritius and improved results from Uganda. - Hotels & Resorts' results were positively impacted by the share in profit of one of its associated undertakings for an amount of MUR 372M - The Property cluster benefitted from the profit on the sale of land at Ferney of MUR 362M - Share of profit from the Agro cluster was supported by a high sugar price		8 DECENT WORK AND ECONOMIC GROWTH	1 3 4 6 8 10	- Customers - Our people - Government - Shareholders - Financial and strategic partners	- Build on the solid foundation of the diversified portfolio - Expand in sectors and regions with strong potential for growth ie. India and East Africa - Sustain profitability of existing assets - Maintain suitable asset mix for long-term value creation - Strong balance sheet for future investment

Our **Strategic Pillars** (cont'd)

Financial Capital · Human Capital · Intellectual Capital · Manufactured Capital · Social & Relationship Capital · Natural Capital

1 External Shocks · 2 Cyber Threat · 3 Talent Recruitment and Retention · 4 Compliance · 5 Competition Threat · 6 Business Continuity · 7 Culture and Ethics · 8 Finance, Liquidity and Funding · 9 Misinformation and Disinformation · 10 Climate Change and Sustainability

Strategic Pillar	Value Created (KPI)	Highlights of Progress this Year	Key Capitals Impacted	SDGs Tackled	Associated Risks	Stakeholders Benefitted	Next Steps
	Share of Revenue & Profits from International Markets	- Pioneers in investing in East Africa and South Asia - Past portfolio consolidation is yielding benefits - Textile - Indian (Woven shirts) operations had an excellent performance - BNI Madagascar - the largest bank by assets in Madagascar continued to deliver good returns - C-Care Uganda - remains profitable and continues to expand footprint in the region. C-Care opened new lab facilities in Madagascar and the opening of an office in Kenya - Consistent returns from our associate, Miwa Sugar in Tanzania and Kenya		8 DECENT WORK AND ECONOMIC GROWTH 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE 17 PARTNERSHIPS FOR THE GOALS	1 2 3 4 5 6 7 8 10	- Customers - Our people - Government - Shareholders - Financial and strategic partners	- Broaden manufacturing capabilities across India - Leverage on the extensive property portfolio within the Hotels & Resorts cluster in Mauritius, to unlock more value - Grow healthcare services in the Indian Ocean Islands and East Africa - Capitalise on the Agro cluster's focus on African strategies and property assets

Our **Strategic Pillars** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

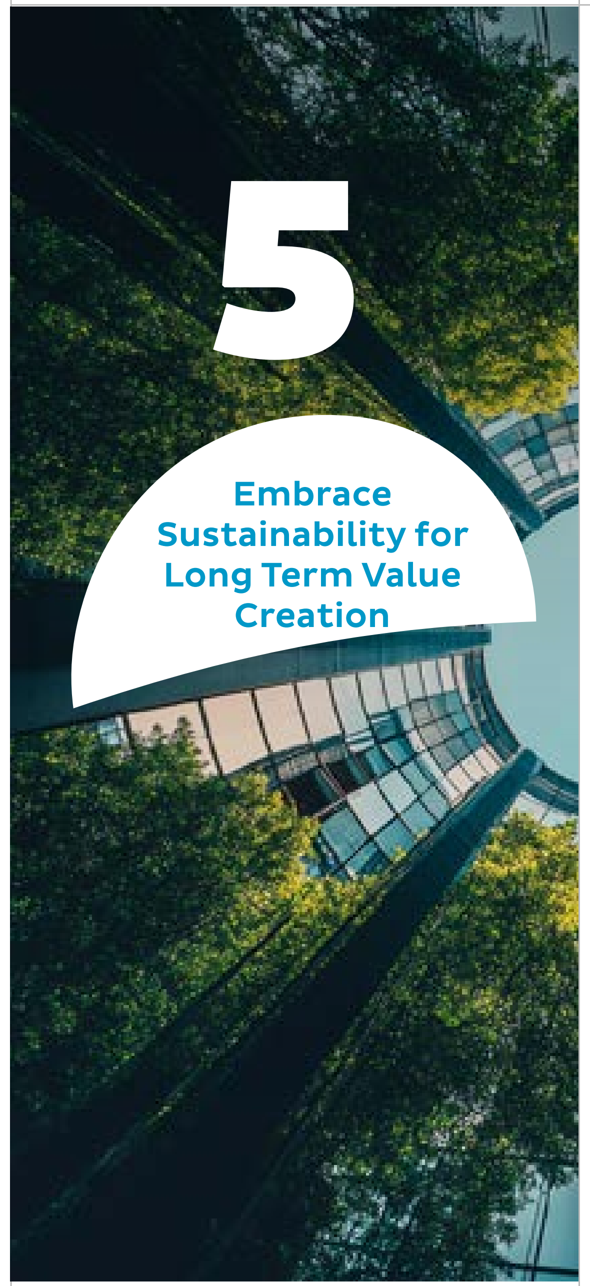
1 External Shocks | 2 Cyber Threat | 3 Talent Recruitment and Retention | 4 Compliance | 5 Competition Threat | 6 Business Continuity | 7 Culture and Ethics | 8 Finance, Liquidity and Funding | 9 Misinformation and Disinformation | 10 Climate Change and Sustainability

Strategic Pillar	Value Created (KPI)	Highlights of Progress this Year	Key Capitals Impacted	SDGs Tackled	Associated Risks	Stakeholders Benefitted	Next Steps
	Fostering a Vibrant Workforce	- Several entities within the Group in Mauritius, Madagascar and Bangladesh have achieved the Great Place to Work certification - Ongoing implementation of a digital HR platform to enhance the employee experience and streamline HR processes - Awareness workshops on AI tools were conducted to encourage employees to leverage technology for increased productivity - Rolled out diversity, equity and inclusion policies as well as policies in relaion to harassment and bullying in the workplace, across the Group - Continued efforts to foster a culture of change towards a more inclusive workplace through the Go Beyond Gender Initiative and the Employability Programme for People with Disabilities (PwD)		3 Good Health and Well-being 4 Quality Education 5 Gender Equality 8 Decent Work and Economic Growth 9 Industry, Innovation and Infrastructure	3 5 7 9 10	- Customers - Our people	- Launch of the fourth edition of the CIEL Innovation Awards - Implement HR standards that promote best practices across the Group - Continued assessment of workplace culture through the fourth Group-wide Employee Engagement Survey - Roll out of a top leadership assessment programme in collaboration with an internationally renowned talent assessment partner - Launch of the fourth cohort of the HEC Leadership Development Programme - Upskilling of HR teams on pay parity practices to ensure a comprehensive and consistent approach across the Group

Our **Strategic Pillars** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

1 External Shocks | 2 Cyber Threat | 3 Talent Recruitment and Retention | 4 Compliance | 5 Competition Threat | 6 Business Continuity | 7 Culture and Ethics | 8 Finance, Liquidity and Funding | 9 Misinformation and Disinformation | 10 Climate Change and Sustainability

Strategic Pillar	Value Created (KPI)	Highlights of Progress this Year	Key Capitals Impacted	SDGs Tackled	Associated Risks	Stakeholders Benefitted	Next Steps
	Champion Inclusive Growth Activate Environmental Response	- The Group's Sustainability Strategy for 2020-2030 has been reviewed, with a focus on prioritising key performance indicators (KPIs) that are relevant at both the Group and cluster levels - Following the carbon accounting exercise, the Group's Climate Strategy has been updated, emphasising five key action pillars - At the CIEL Sustainability Forum 2024, over 100 staff members, including top management and sustainability and risk champions, participated in capacity-building sessions focused on climate risks and opportunities, reinforcing CIEL's commitment to climate adaptation - A Climate Fresk workshop was organised for over 20 key stakeholders across the Group, helping them understand the connection between climate issues, their roles within the company, and their impact on society - A working committee has been established to advise on and monitor the implementation of the roadmap towards achieving 80% renewable energy by 2030 - CIEL Textile has also committed to the Science-Based Targets initiative (SBTi) and the Carbon Disclosure Project (CDP) to strengthen its environmental responsibility - The CIEL Textile Foundation has been created to reinforce partnerships and expand support to the communities in which they operate - In partnership with the Critical Ecosystem Partnership Fund (CEPF), Vallée de Ferney has intensified its conservation efforts, enhancing the climate resilience of ecosystems - In its first year, the UL 360 platform for sustainability performance and data management was successfully implemented, marking a milestone in enhancing sustainability reporting and tracking			1 3 4 6 8 9 10	- Customers - Our people - Communities - The Environment	- To advance its renewable energy strategy, the Group is collaborating with a specialised service provider - CIEL to partner with a dedicated service provider to assess climate risks across its clusters - An assessment grid to be defined for environmentally and socially responsible products, services, and experiences within each cluster - The UL 360 platform is being aligned with the revised Group Sustainability Strategy and its priorities - CIEL is actively securing sustainable financing to accelerate its green projects - CIEL Textile will integrate Scope 3 emissions assessments, in line with SBTi and CDP reporting requirements - The ongoing development of the Ferney Tropical Agrihood will promote a sustainable lifestyle, further demonstrating the Group's commitment to environmental responsibility

Our **Business Model**

Key Group Inputs

Financial Capital

MUR 4.2 bn
Free cash flow

MUR 33.7 bn
Total equity

MUR 105.8 bn
Total assets

Manufactured Capital

18
Factories

6
Hotels and resorts

5+
Buildings

Human Capital

37,617
Employees

839,180
Hours invested in training

Social & Relationship Capital and Natural Capital

MUR 25.2 M
Funds engaged in community empowerment

157,463 MWh
Consumption of energy

Ciel
Go Beyond

Our clusters provide outputs in the form of products and services

Key Outcomes – Value Created for our Stakeholders

Financial Capital

MUR 12.4 bn
Market capitalisation

MUR 5.0 bn
Profit after tax

MUR 0.32/share
Dividend declared

Manufactured Capital

31 M
Garments produced per year

73%
Occupancy rate

MUR 2.1 bn
Assets under management for Evolis Properties

Human Capital

MUR 1.2M
Average annual revenue per employee*

1,094
Transfers and internal promotions

Social & Relationship Capital and Natural Capital

240,000+
Number of beneficiaries for community empowerment projects

-56.6 %
Reduction of carbon intensity compared to baseline of 2020

41,500
Number of native trees planted in the Ferney Conservation zone

*This metric excludes Alteo, Bank One, Cotona and other associates/joint ventures

Our Stakeholder **Engagement Matrix**

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

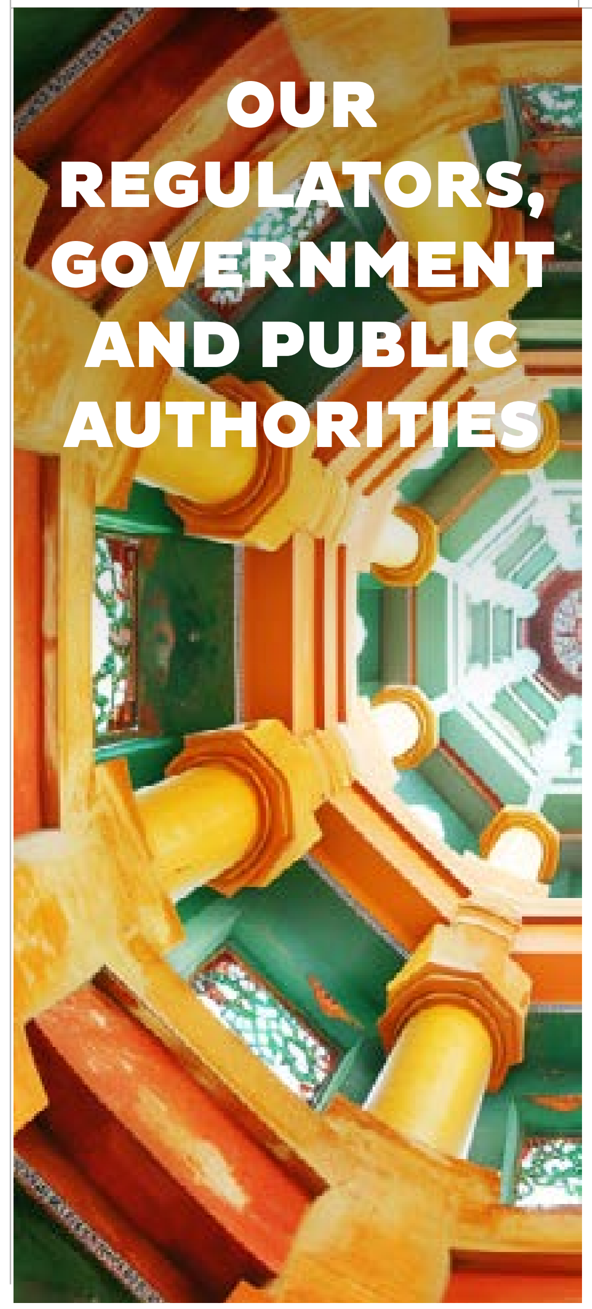
1 External Shocks | 2 Cyber Threat | 3 Talent Recruitment and Retention | 4 Compliance | 5 Competition Threat | 6 Business Continuity | 7 Culture and Ethics | 8 Finance, Liquidity and Funding | 9 Misinformation and Disinformation | 10 Climate Change and Sustainability

Stakeholder	Interests & Concerns	How we Engage	Related Strategic Pillar (KPIs)	Capitals Impacted	Risk Awareness
	- Diversity, Equity and Inclusion (DEI) - Work environment - Learning and development opportunities - Health and safety of employees - Recognition, fair assessment and feedback - Succession planning - Open, honest dialogue and communication - Effective grievance mechanisms	- CIEL promotes the exchange of ideas and best practices through functional forums across the Group, including HR, Sustainability, Finance and Risk forums - The company fosters an innovative culture by recognising and rewarding achievements through innovation and excellence awards at both the Group and cluster levels - The CIEL Annual Symposium brings together management teams across all clusters to communicate the Group's strategy and goals - Employee engagement is tracked through regular surveys, including a comprehensive employee engagement survey conducted every two years with the support of an independent external service provider. Action plans are developed in collaboration with employees through focus groups based on survey results - CIEL promotes diversity, equity, and inclusion through initiatives such as the Go Beyond Gender Programme and the Employability Programme for People with Disabilities - Workers' councils in place across all sites to engage with employees to discuss key topics, such as health and safety, as well as working conditions - The Group ensures that learning and development opportunities are readily available to employees, offering tools like the Learning Management System (LMS) and custom training programmes developed in partnership with leading international institutions such as HEC Paris, Stellenbosch University and the Indian Institute of Management, Bangalore (IIMB) - A structured performance management system is in place to provide direction and regular feedback to employees, while informal social interactions among colleagues are encouraged to enhance team spirit and collaboration - CIEL also has a comprehensive grievance policy and mechanism across all sites, with concerns addressed through a consultative approach involving relevant stakeholders	4 5		3 4 7 10

Our Stakeholder **Engagement Matrix** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

1 External Shocks | 2 Cyber Threat | 3 Talent Recruitment and Retention | 4 Compliance | 5 Competition Threat | 6 Business Continuity | 7 Culture and Ethics | 8 Finance, Liquidity and Funding | 9 Misinformation and Disinformation | 10 Climate Change and Sustainability

Stakeholder	Interests & Concerns	How we Engage	Related Strategic Pillar (KPIs)	Capitals Impacted	Risk Awareness
 **OUR REGULATORS, GOVERNMENT AND PUBLIC AUTHORITIES**	- Laws regulating permits and licenses - Business environment - Access to talent (both local and overseas) - Business/industry perspective in the policy-making process	- CIEL's public sector engagement is guided by its code of ethics, ensuring that employees maintain the highest standards of ethical conduct in all actions taken on the Group's behalf - Regulatory and public sector engagement activities are also conducted in strict compliance with existing laws and regulations - CIEL participates in consultative meetings with government and independent public bodies, where proposals are submitted to enhance the local business environment and discuss the potential impact of upcoming regulations on businesses - In collaboration with the Economic Development Board, CIEL explores and identifies government incentives and financial assistance that can support and accelerate business development	1 2 3	Financial Capital Social & Relationship Capital	1 4 6 7 9

Our Stakeholder **Engagement Matrix** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

1 External Shocks | 2 Cyber Threat | 3 Talent Recruitment and Retention | 4 Compliance | 5 Competition Threat | 6 Business Continuity | 7 Culture and Ethics | 8 Finance, Liquidity and Funding | 9 Misinformation and Disinformation | 10 Climate Change and Sustainability

Stakeholder	Interests & Concerns	How we Engage	Related Strategic Pillar (KPIs)	Capitals Impacted	Risk Awareness
 OUR SHAREHOLDERS	- Strategy, financial performance, and market dynamics - Governance and remuneration	- The annual meeting serves as a key corporate event where shareholders are encouraged to participate, express their views, and receive feedback from the directors regarding the Group's financial performance and strategic directions. If shareholders are unable to attend, they can still vote on all resolutions by submitting a proxy form or postal vote - Notices for the annual meetings are sent to shareholders within the legally prescribed timeframe and are also published in the press - The annual integrated report, which includes the notice of the annual meeting, is also accessible on the Company's website - Additionally, CIEL publishes a quarterly international earnings release (financial review document) alongside its unaudited abridged financial statements. This review provides a comprehensive analysis of the Group's clusters to facilitate better understanding of its financial results	1 2 3		1 2 3 4 5 6 7 8 9 10

Our Stakeholder **Engagement Matrix** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

1 External Shocks | 2 Cyber Threat | 3 Talent Recruitment and Retention | 4 Compliance | 5 Competition Threat | 6 Business Continuity | 7 Culture and Ethics | 8 Finance, Liquidity and Funding | 9 Misinformation and Disinformation | 10 Climate Change and Sustainability

Stakeholder	Interests & Concerns	How we Engage	Related Strategic Pillar (KPIs)	Capitals Impacted	Risk Awareness
	- Quality & service - Being a reliable partner (reduced reputation risk and increased transparency) - Safety of our products and infrastructure	- CIEL engages with its customers through various touchpoints, including meetings, audits, surveys, and site visits. To ensure continuous improvement, certain clusters conduct both internal and external customer satisfaction surveys, along with a partner performance feedback mechanism - CIEL's commitment to sustainability and transparency is reflected in its participation in global rating platforms such as the Higg Index, as well as certifications like the Comparative Health Knowledge System, Earthcheck, Travelife, and Zero Discharge of Hazardous Chemicals. The company's efforts have also been recognised through various industry awards	3		4 5 6 8 9 10

Our Stakeholder **Engagement Matrix** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

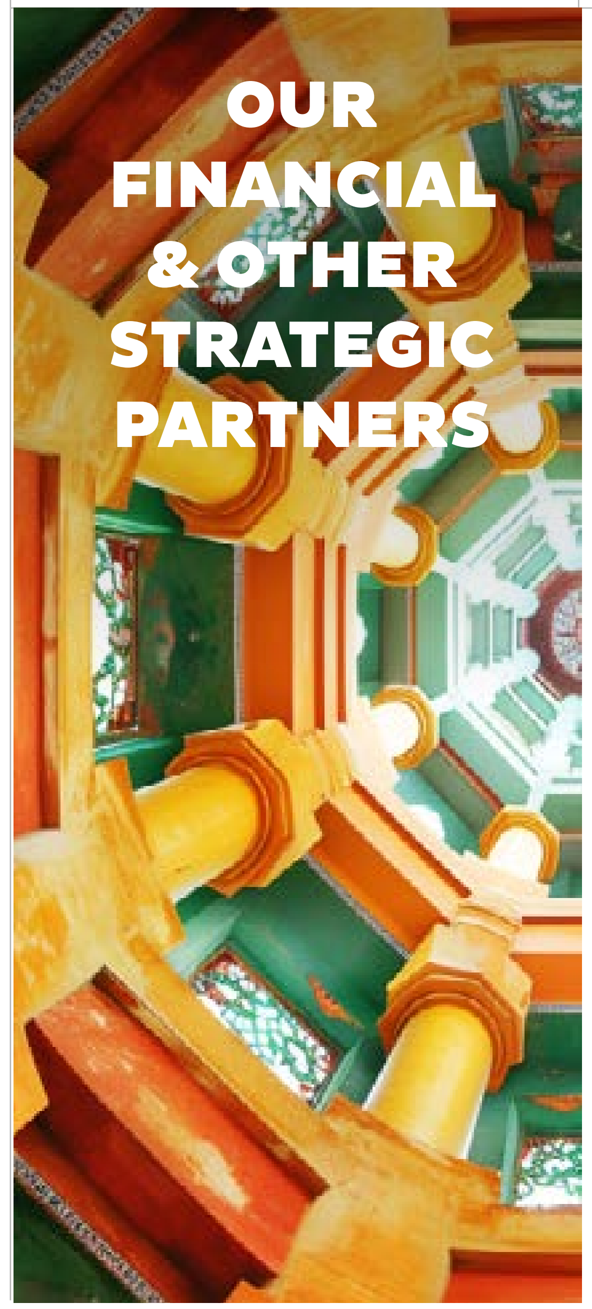
1 External Shocks | 2 Cyber Threat | 3 Talent Recruitment and Retention | 4 Compliance | 5 Competition Threat | 6 Business Continuity | 7 Culture and Ethics | 8 Finance, Liquidity and Funding | 9 Misinformation and Disinformation | 10 Climate Change and Sustainability

Stakeholder	Interests & Concerns	How we Engage	Related Strategic Pillar (KPIs)	Capitals Impacted	Risk Awareness
 OUR LOCAL COMMUNITIES / NGOs / CBOs	- Local employment and SME support - Community health - Being a responsible neighbour - Environmental concerns: plastic pollution, water stewardship,biodiversity and ecosystem stewardship, circular economy - Diversity and inclusion - Responsible sourcing (eg: prioritising local suppliers, protecting human rights, etc.) - Rights of communities/being heard - Support for research programmes - Supporting Non-Governmental Organisations (NGOs) and Community-Based Organisations (CBOs) to optimise delivery (organisational structure, upskilling, psychological support) - Support to NGOS and CBOs for priority areas: Poverty alleviation, health, disability	- CIEL undertakes various CSR campaigns within clusters or through the CIEL Foundation to train/raise awareness amongst/empower NGOs, CBOs and local communities; these campaigns also enable CIEL to build bridges between employees and local communities - Through its clusters, CIEL's social investments include: (i) community outreach programmes such as health screenings and water purification, (ii) thematic initiatives aimed at community empowerment, such as agroecology and educational support - It also operates the ACTogether platform, a social initiative connecting over 100 NGOs with communities and other stakeholders who offer technical support, while promoting civil society engagement. In addition, CIEL organises specific programmes, such as the Act for Community and Act for Environment initiatives, designed to strengthen the connection between employees and communities - CIEL's Pre-Employability Programme for People with Disabilities (PwD) provides young PwD with exposure to work experiences and job awareness, helping them envision themselves as capable contributors in a working environment - CIEL actively participates in consultative committees and workshops with government bodies such as the Ministry of Environment and Solid Waste in Mauritius, as well as business associations and chambers of commerce, like Business Mauritius and the International Chamber of Commerce, to address stakeholders' interests and concerns - CIEL also engages with national and international industry associations, such as the Association of Hoteliers and Restaurants in Mauritius and the Sustainable Apparel Coalition and collaborates with local and international training institutions. These partnerships foster local research and talent development through initiatives like the Memorandum of Understanding (MoU) with Université des Mascareignes and the nursing programme at Charles Telfair Institute & Polytechnique Mauritius - Moreover, CIEL works closely with specialised environmental NGOs, such as the Mauritius Wildlife Foundation and Mission Verte, and provides humanitarian aid when needed	5	Social & Relationship Capital, Natural Capital	9 10

Our Stakeholder **Engagement Matrix** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

1 External Shocks | 2 Cyber Threat | 3 Talent Recruitment and Retention | 4 Compliance | 5 Competition Threat | 6 Business Continuity | 7 Culture and Ethics | 8 Finance, Liquidity and Funding | 9 Misinformation and Disinformation | 10 Climate Change and Sustainability

Stakeholder	Interests & Concerns	How we Engage	Related Strategic Pillar (KPIs)	Capitals Impacted	Risk Awareness
 OUR FINANCIAL & OTHER STRATEGIC PARTNERS	- The main recurring topic of discussion is financial performance and strategy	- Communication with the financial community is primarily conducted through stock exchange announcements, press releases, and emails for those who have subscribed to receive financial updates. Additionally, CIEL facilitates dialogue by hosting biannual analyst meetings, during which the Group's executives present the financial statements and strategic updates, where applicable - To further promote CIEL and position Mauritius as a prime investment destination, executives participate in roadshows and investor conferences. All financial documents released to the market are also made available for download on CIEL's website	1, 2, 3, 5	Financial Capital, Manufactured Capital, Natural Capital	1, 2, 3, 4, 5, 6, 7, 8, 9, 10

Insights from our **Group Finance Director**

L. J. Jérôme **De Chasteauneuf**

As I reflect on the financial year that ended on 30 June 2024, I am pleased to present results that underscore the strength of the Group's diversified portfolio in a year shaped by dynamic macroeconomic conditions.

While the global economy has transitioned from the post-COVID era, CIEL has successfully navigated an environment of high inflation and high interest rates driven by supply chain disruptions, labour shortages, and other lingering pandemic effects. These factors, combined with monetary tightening by central banks worldwide, contributed to a more moderated market demand in certain sectors.

Despite these evolving circumstances, the Group's financial performance remained strong, underscoring our strategic focus on diversified asset management, disciplined financial practices, and sustained profitability. CIEL's ability to generate half its revenue in hard currency continues to provide a hedge against currency volatility and underscores our resilience in the global market. At the same time, economic performance and social and environmental responsibility are increasingly interlinked in today's world. Together, these goals are the foundation of our value creation strategy which has translated into strong financial outcomes.

We are proud to report that the Group achieved an EBITDA margin of 21.3%, up from 20.0% in the prior year, reflecting our operational efficiency and disciplined financial stewardship. CIEL posted a profit after tax of MUR 5.0 bn – a notable achievement given the broader market context. The return on capital employed (ROCE) increased to 15.1%, up from 14.1%, further underscoring the strength of our capital allocation strategy.

Insights from our **Group Finance Director** (cont'd)

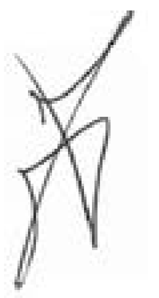
CIEL has also experienced steady dividend growth, declaring a dividend per share of MUR 0.32, representing a 14% increase, highlighting our ongoing commitment to delivering value to shareholders. These results demonstrate the robustness of our operations and the effectiveness of our strategic initiatives. An in-depth financial analysis can be found on page 54.

CIEL has taken deliberate steps to mitigate external risks through proactive financial and operational risk management. This includes the rollout of a comprehensive Business Continuity Programme, which has been instrumental in reinforcing the resilience of our operations in volatile market conditions. More details on our risk management approach are available on page 72. Furthermore, our focus on maintaining a sound capital structure has paid off. The Group successfully reduced its gearing ratio from 28.6% to 25.1%, while the diversified asset base generated strong cash flows of MUR 4.2 bn, providing the financial capacity for future strategic investments. This solid foundation positions CIEL for future growth and long-term financial stability.

Our commitment to stakeholder engagement has been pivotal in sustaining business success and fostering long-term growth. Recognising the importance of all stakeholders, ranging from shareholders and employees to customers, suppliers, and local communities, the Group has prioritised transparent communication, active collaboration, and mutual value creation. More details can be found in Our Stakeholder Engagement Matrix on page 26.

Looking ahead, while the global economic environment may present uncertainties, we remain well-positioned to navigate these conditions. With a robust balance sheet, a diversified portfolio, and a strategic focus on long-term growth, CIEL is confident in its ability to continue delivering sustainable returns to its shareholders. The regions in which the Group operates, particularly East Africa and South Asia, continue to show significant growth potential. The ongoing trends of urbanisation and infrastructure development in these regions present numerous opportunities for CIEL to thrive.

In closing, I extend my gratitude to our dedicated team, whose hard work and commitment have been instrumental in achieving these results. As we move forward, we remain committed to evolving with purpose, driving growth and creating value for all stakeholders.



L. J. Jérôme De Chasteauneuf
Group Finance Director

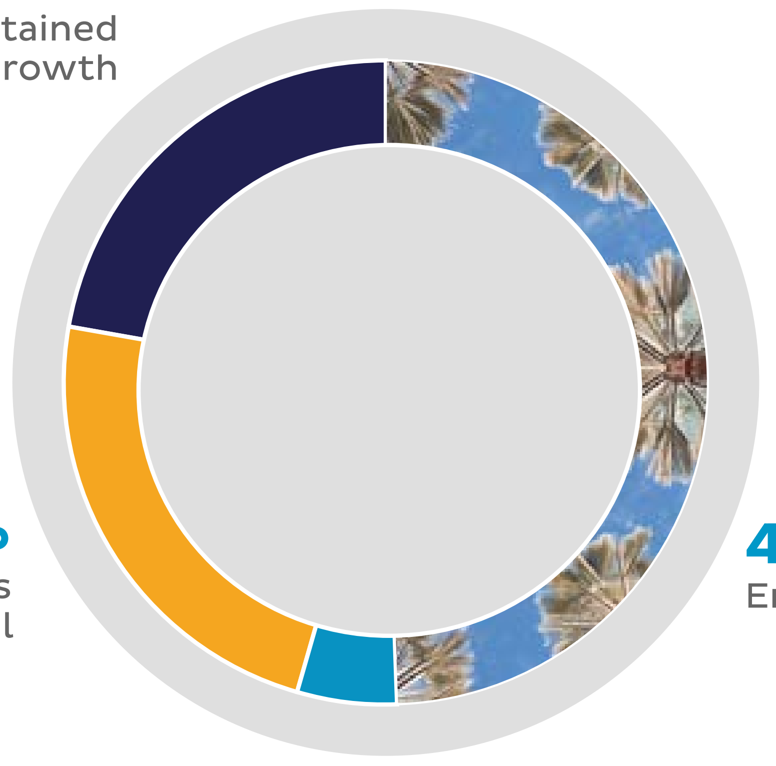
Our Value-Added Statement

MUR 35,176 M
Revenue
MUR 35,409 - 2023

MUR 17,159 M
Total wealth created
MUR 15,381 - 2023

MUR 5,038 M
Profit for the year
MUR 4,319 - 2023

Value-Added Statement		
Wealth Created (MUR 'M)	**FY24**	FY23
Revenue	**35,176**	35,409
Paid to suppliers for materials and services	**(19,218)**	(20,581)
Wealth created by Group operations	**15,958**	14,827
Expected Credit Losses	**(171)**	(354)
Finance Income	**335**	303
Share of results of associates & joint ventures net of tax	**1,037**	605
Total wealth created	**17,159**	15,381
Wealth attribution:		
Employees		
Benefits and Remuneration	**(8,478)**	(7,743)
Governments		
Taxation (as per Income Statement)	**(876)**	(812)
Providers of Capital		
Finance cost on borrowings	**(1,210)**	(1,114)
Retained for growth		
Depreciation and amortisation	**(1,557)**	(1,393)
Profit for the year	**5,038**	4,319
Profit attributable to Owners	**2,807**	2,653
Dividend paid to owners	**541**	473



Note: Excludes Other Comprehensive Income movements

Our **Investment Approach**

How we Create Long-Term Sustainable Value

1. Leveraging Recognised Expertise

- Manufacturing and service excellence
- Capital allocation and treasury management
- Experienced and accomplished leadership

2. Promoting Entrepreneurial Spirit

- Decentralised management
- Good governance that promotes an entrepreneurial spirit

3. Creating Regional Success

- Build on business models developed in Mauritius and regionally
- Perfect core capabilities
- Become Top 3 in each of the sectors where we operate

4. Invest in Sustainable Businesses

- Provide long-term competitive advantage to businesses
- Embed ESG principles

5. Diversifying into Africa and Asia

- Pioneers in investing in East Africa, Bangladesh and India
- Presence in growth sectors and economies

Achievements & **Certifications**

Ciel Textile

U.S. Green Building Council

LEED (Leadership in Energy and Environmental Design) Platinum Certification of 4 Textile Factories in India

Superdry

Most Sustainable Factory to Aquarelle

BSL India

Best Sustainable Factory Award to Aquarelle Samudra

Natur Tec

Best Sustainable Engagement Award

APEX India Foundation

Gold Award for Apex India Green Leaf Award 2023 for Sustainability to Aquarelle India

Levi Strauss & Co.

Power of Partnerships Award 2024

Ciel Finance

Capital Finance International (CFI.co)

Best Custodian Bank (Indian Ocean) to Bank One 2023

Capital Finance International (CFI.co)

Best International Banking Services (Indian Ocean) to Bank One 2023 & 2024

The Digital Banker

Best Mass Affluent Banking Offering at the 2023 Global Retail Banking Innovation (GRB) Awards

The Digital Banker

Digital/CX Awards 2024 to Bank One for "Outstanding Use of Digital Channels to Enhance Customer Experience" for its POP ecosystem

Mauritius Best Employer Brand Awards 2023

Ciel Healthcare

Caring Life Award in Cairo, Egypt

Excellence Award for Sustainability in the Caring Life Family Award (Africa) – for One Life One Tree Initiative

Comparative Health Knowledge System (CHKS)

Ciel Hotels & Resorts

Mauritius Tourism Authority

Top Sustainable Excellence Award 2024 to Sunlife

Mauritius Tourism Authority

Best Sustainable Hotel 2024 to Long Beach Hotel

PwC Mauritius

Sustainability Award to Sunlife in the Hospitality and Tourism Sector

Travel Life

Earth Check - Silver Certification to Sugar Beach, La Pirogue and Long Beach

Ciel Properties

Mauritius Tourism Authority

Gold Distinction for Best Sustainable Tourist Accommodation to Ferney Lodge under Sustainable Tourism Awards 2024

Ministry of Environment, Solid Waste Management and Climate Change

The Environmental Award 2024 for Other Environmental Recognition Sector to Evolis (Nouvelle Usine)

Ciel
Go Beyond

Evolving Through our
Sustainability Journey

Our **ESG Approach**

Dev **Sewgobind**

Dear shareholders and stakeholders of CIEL

As we reflect on our journey this past year, I am proud to note that sustainability remains at the core of our values and operations. We are firmly convinced that prioritising sustainability not only positions us at the forefront of the industries in which we operate but also drives long-term value creation.

Sustainability – at the core of our values and operations

We continue to embed sustainability considerations into our overall strategy, investment decisions, and daily practices in line with our purpose - For A World We Can All Feel Proud Of.

In an evolving economic, social and environmental landscape, whereby new regulations emerge, we have undertaken a comprehensive review of our 2020-2030 Sustainability Strategy and key performance indicators (KPIs). By involving our stakeholders from all our clusters, the process enabled us to gain valuable insights into our current initiatives, identify gaps in our approach, and refine our goals to better align with best practices and emerging trends in sustainability.

Importantly, to amplify our impact and accelerate progress towards our goals, we continue to leverage on strong strategic partnerships under each of our three strategic pillars.

We firmly believe that attaining data maturity is crucial for us to successfully navigate our sustainability journey. The successful implementation of our sustainability KPI management platform, UL 360, across the Group represents a significant milestone, enabling the monitoring of our KPIs and improving performance management across our clusters.

Our **ESG Approach** (cont'd)

Excellence at Heart

I am proud to note that our clusters have demonstrated exceptional performance and strong resilience in their sustainability journey, in line with our core value Excellence at heart. Their proactive and innovative approaches to sustainability have earned them several accolades. The Textile cluster, for example, has earned top sustainability awards from esteemed clients for its state-of-the-art factory at Samudra in India. Similarly, the Hotels and Resorts cluster has consistently been recognized for its steadfast commitment to sustainable practices. Across all our Clusters, we also align with international certifications and standards to drive operational excellence and a competitive edge in the industry. See Achievements & Certification section on page 36.

As part of our commitment to good governance, we ensure that agreed strategies and policies are effectively disseminated and implemented across our clusters through the CIEL Sustainability Committee, established at the Group's management level.

The committee, comprised of key Group and cluster representatives, oversees the sustainability strategy's implementation, monitors project progress, and engages working groups to advise on specific strategic goals notably on renewable energy and sustainable financing.

Sustaining our Resilience

Looking ahead, we are placing significant emphasis on integrating a comprehensive understanding of how climate change impacts our operations. Adapting to current and impending climate change issues not only bolsters our resilience but also promotes sustainable practices throughout our organisation. Building on our 2022 carbon accounting exercise, we have developed our Climate Strategy, which is central to our efforts to understand and adapt to climate change. We are actively engaged in our transition to renewable energy and developing a climate change adaptation plan for the Group. By taking this hands-on approach, we aim to effectively navigate challenges and foster resilient and sustainable operations.

We are excited about the opportunities ahead to drive meaningful impact and change. We are committed to sustainability not only to shape our organisation but also to contribute positively to the communities in which we operate.

Dev **Sewgobind**
Group Head of Human Resources and Sustainability

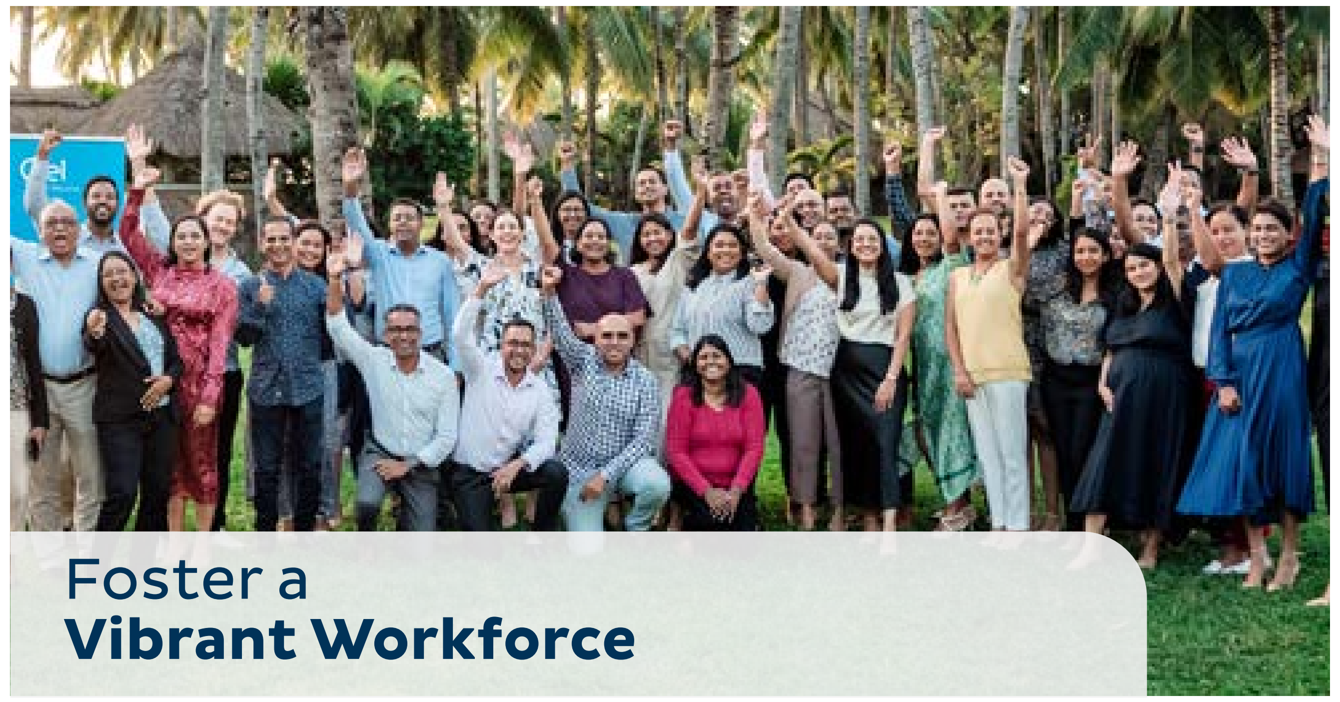
CIEL Sustainability Strategy **2020-2030 Review**

A thorough review of CIEL Sustainability Strategy 2020–2030 was conducted to ensure that it is relevant amidst evolving risks and opportunities.

Several stages of collaborative exercises were carried out involving key stakeholders across the Group, including leaders from senior management, notably in areas such as sustainability, finance, risk. Their valuable contributions provided us with insights into our current framework and practices and enabled us to refine the strategy in the spirit of continuous improvement.

Additionally, we conducted a prioritisation exercise enabling our subsidiaries to streamline most relevant KPIs to their diverse activities while also identifying overarching Group priorities. In line with our core values and our three key sustainability pillars, we established a set of 17 KPIs to serve as the Group's sustainability priorities.

Strategy **Review**



Foster a **Vibrant Workforce**

Achieve a trust index/engagement score of 65% by 2027.

Zero lost time due to work-related injury by 2030.

Implement and integrate PwD programmes by 2025.

100% of grievances solved on harassment, discrimination, corruption, bribery & fraud.

Reach at least 35 % of women at management level (L and L-1) by 2027 and 45% by 2030.

Reach at least 35% of women at directorship level by 2030.

Reach at least 20% management appointments (L to L-1) within and across CIEL Clusters.

Champion **Inclusive Growth**

No. of socially responsible products/services/experiences (at least one per cluster by 2025).

Funding engaged in long-term community empowerment projects (at least one per Business Unit/Cluster).

OUR PURPOSE

FOR A WORLD
WE CAN ALL FEEL
PROUD OF

Activate **Environmental Response**

Achieve 60% renewable energy by 2028 and 80% by 2030.

Zero coal consumed as source of fuel in our subsidiaries.

% of tier 1 suppliers and contractors assessed.

Zero blacklisted tier 1 suppliers and subcontractors by 2030.

100% of owned buildings having adopted green/bioclimatic practices in line with international best practices or minimum criteria set by the Group by 2030.

50% waste diverted from landfill.

No. of environmentally responsible products/services/experiences (at least one per cluster by 2025).

No. of programmes dedicated for reduction of biodiversity loss.

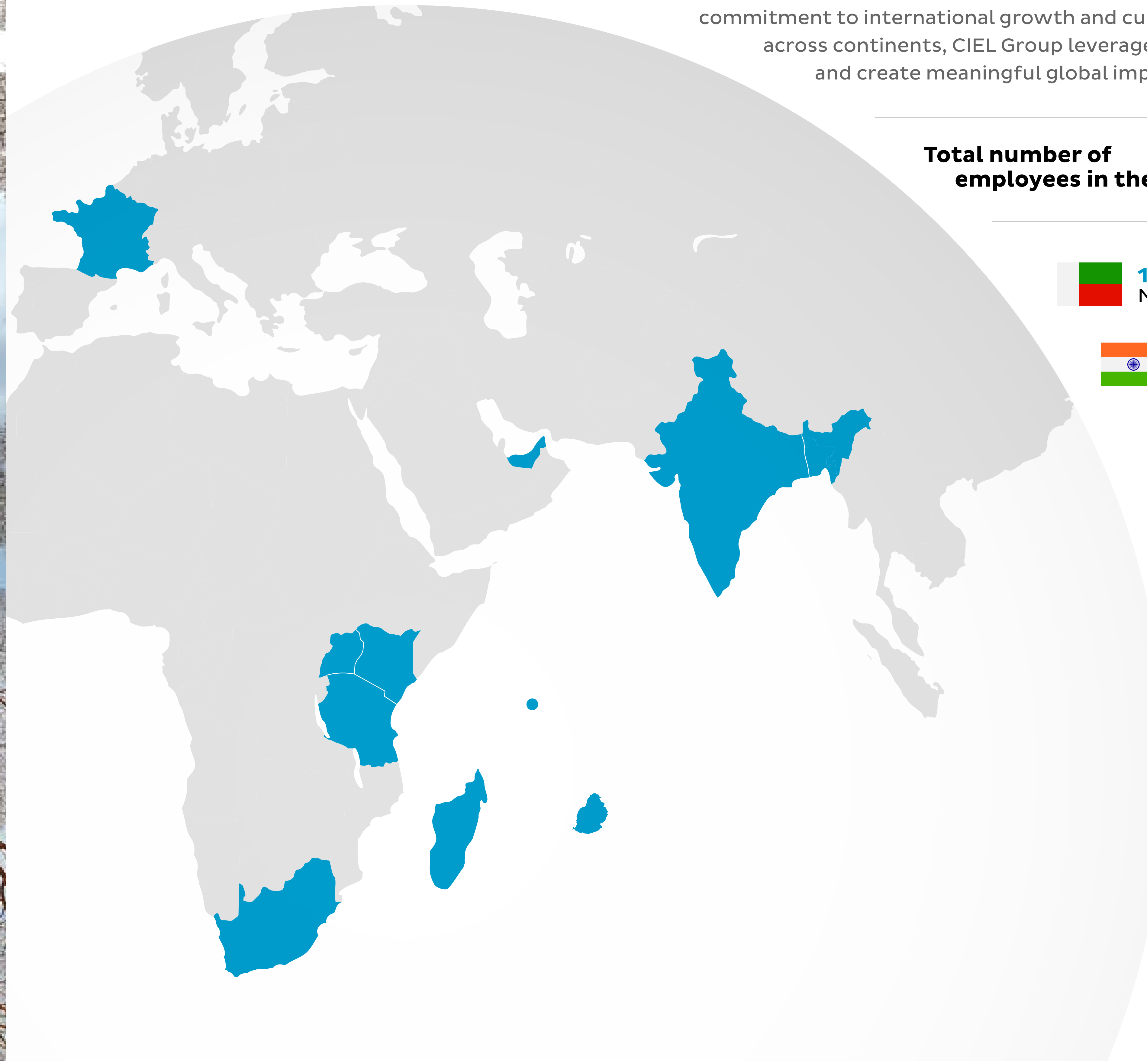
Foster a **Vibrant Workforce**

Work **Environment**

Employees by country

CIEL Group's global presence extends across numerous countries, reflecting its commitment to international growth and cultural diversity. With subsidiaries across continents, CIEL Group leverages local expertise to drive innovation and create meaningful global impact.

Total number of employees in the Group **37,617***



Madagascar	10,308
India	10,230
Mauritius	10,422
Bangladesh	955
Uganda	1,289
South Africa	41
Europe	7
Kenya	1,509
Tanzania	2,855
Dubai	1

28% Employees based in Mauritius

72% Employees based outside Mauritius

38 YRS Average employee age

7 YRS Average years of services

Employees per Cluster

Ciel Textile	23,016	61%
Ciel Finance	1,687	4%
Ciel Healthcare	3,328	9%
Ciel Hotels & Resorts	3,472	9%
Ciel Properties	89	0.2%
Ciel Agro	5,955	16%
Ciel Head Office	70	0.2%

Employee Mobility

With over 1,000 internal transfers and promotions across its subsidiaries, CIEL Group demonstrates its commitment to valuing its internal talent and fostering their continuous development through growth opportunities.

Driving Employee Engagement

Several subsidiaries have received the Great Place to Work certification, a recognition awarded to organisations that demonstrate a high level of employee satisfaction and a positive workplace culture. This reflects CIEL Group's commitment to fostering a supportive environment and improving the employee experience across the Group.

Grievances: 95% of grievances resolved in FY24 within defined timelines.

More than 115,000 total man-hours of physical exercise have been facilitated by the subsidiaries within the Group.

The figures include Joint Ventures, Associates and Managed Hotels that account for a total of 8,463 employees.

Foster a **Vibrant Workforce** (cont'd)

Diversity **& Ethics**

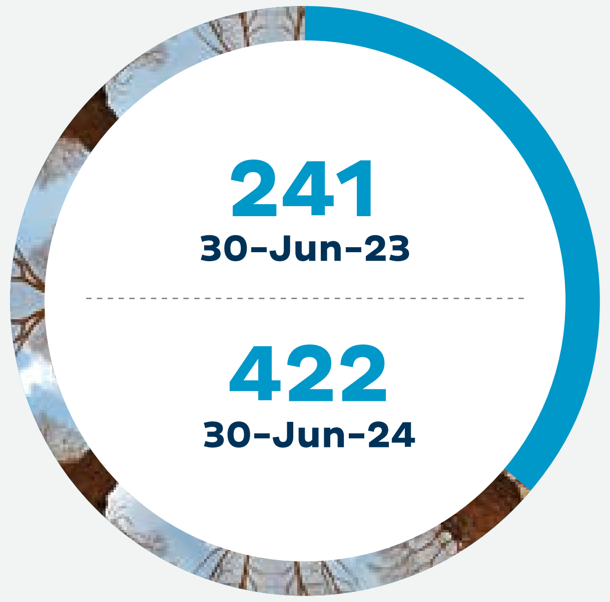
CIEL continues to promote an inclusive working environment through diverse strategies and actions

Employability Programme of People with Disability (PwD)

- A diagnostic exercise was conducted across the Mauritian entities in the Group by an Indian Non-Governmental Organisation (NGO), namely Enable India, specialised in the employability of PwD.
  The purpose was to evaluate the readiness of the sites to employ PwD in a sustainable way. A comprehensive report with recommendations was submitted to all clusters.
- The PwD programme was launched in Madagascar with the Textile and Finance clusters in collaboration with a local NGO, namely Humanity & Inclusion Madagascar. This initiative has enabled local sites to adopt a collaborative approach to enhance employability of PwD.

Total number of PwD in the Group

Increase of 75%



Number of PwD

240

Africa (Subsidiaries from Mauritius, Madagascar, Africa)

182

Asia (Subsidiaries from India and Bangladesh)

Go Beyond Gender Programme

CIEL Accelerating Women in Leadership Programme, conducted in collaboration with Stellenbosch University, was successfully completed by 33 talented women.

CIEL Accelerating Women in Leadership Programme

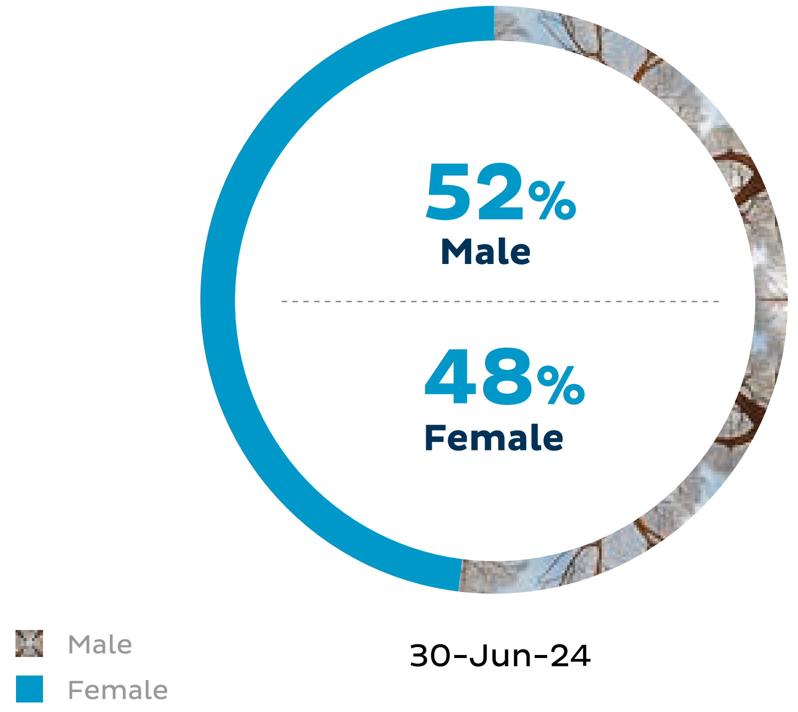
90 leaders participated in an Active Allies Programme designed to enhance their ability to better support the development of women within the organisation.

An exclusive conference with the renowned French philosopher and sociologist, Frederic Lenoir, was organised by the Group offering insights on how masculine and feminine polarities shape our society, relationships, and perception of the world.

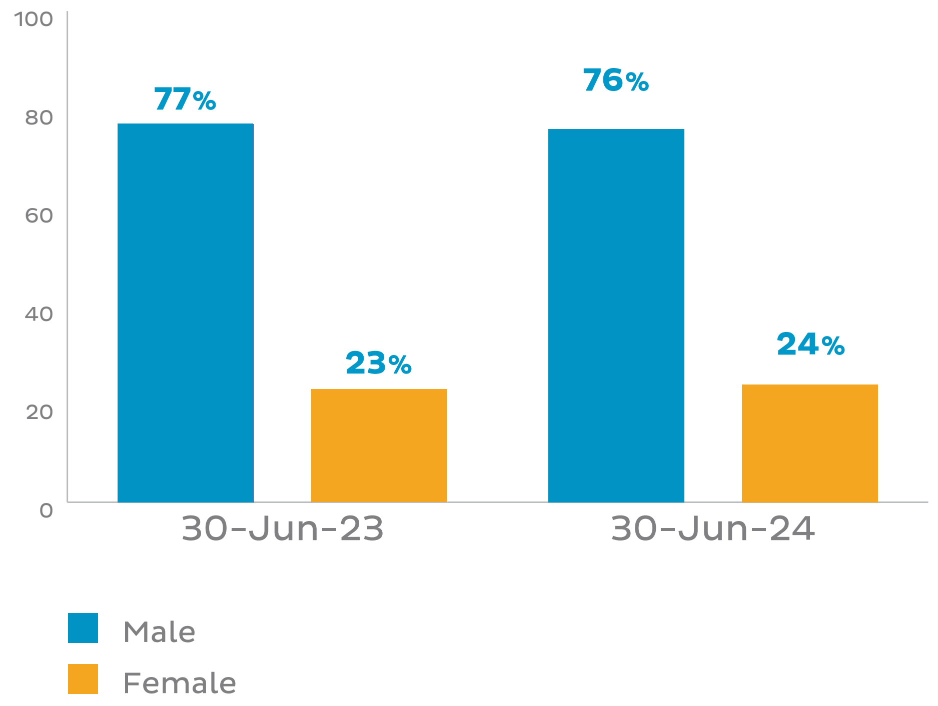
Frederic Lenoir Conference

Gender balance

Gender Composition within the Group as at 30 Jun 2024



Women at Directorship Level – CIEL and Subsidiaries

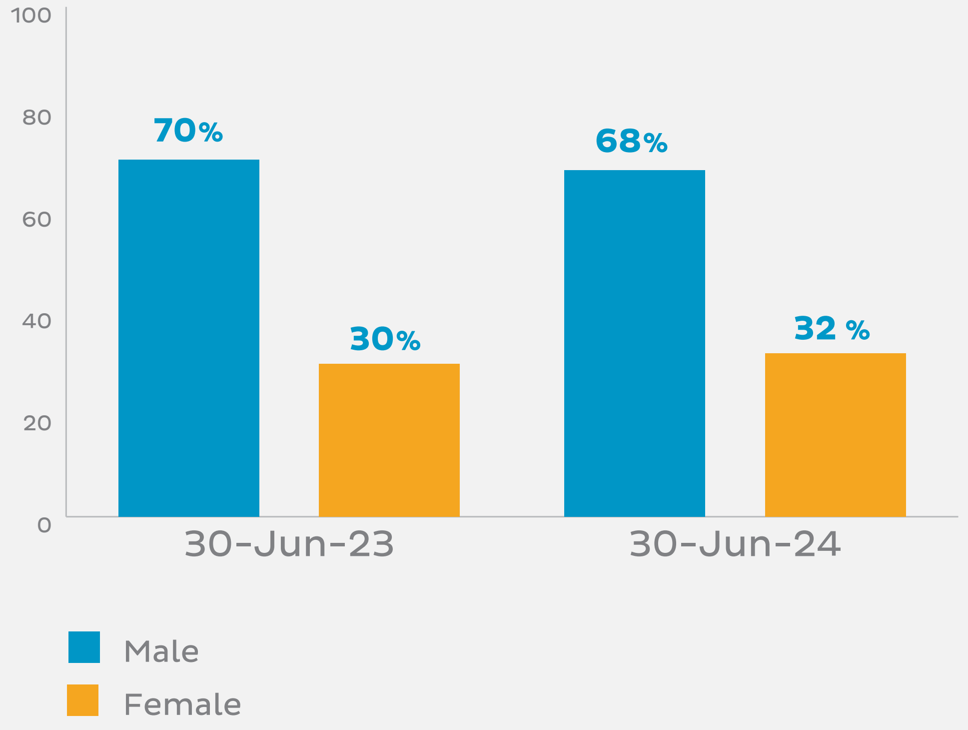


Reviewed Strategic Goal

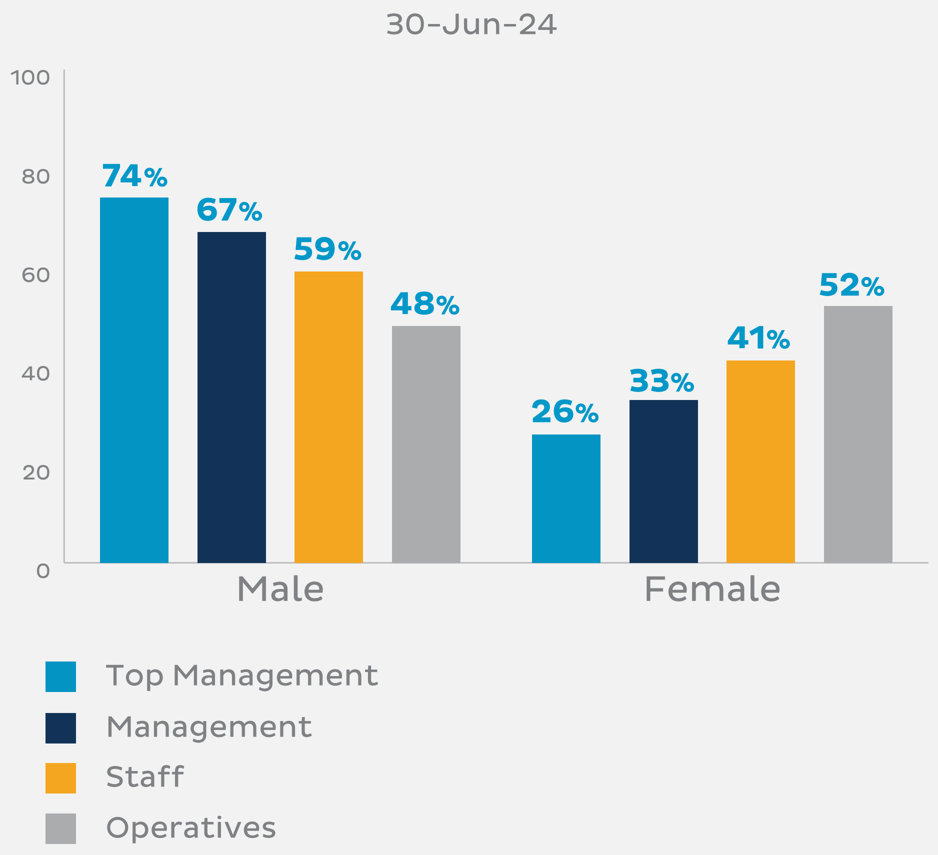
- Be recognised as an employee of choice by 2026
- Accelerate gender equity through dedicated programmes
- Accelerate the recruitement of PwD through dedicated programmes

Foster a **Vibrant Workforce** (cont'd)

Overall Women at Management Level
(include management and top management)



Gender Distribution Across Employee Levels within the Group



Learning **& Development**

Total training hours for the Group

469,317
FY 23

839,180
FY 24

Increase of 79% since last year

Types of training:

- **28%** dedicated to leadership training, aimed at enhancing employees' leadership abilities and soft skills;
- **41%** focused on technical training, designed to support role-specific tasks, including on-the-job training and CPD courses;
- **30%** allocated to non-leadership and non-technical training, such as conferences and forums.

Total training hours for the Group (FY24)

Clusters	Training hours
Textile	477,420
Finance	188,873
Healthcare	10,736
Hotels & Resorts	100,181
Property	801
Agro	60,023
CIEL Head Office	1,147

28.6 hours
The Group's total average training hours per employee

78%
workforce trained in FY24

Through its various **training academies**, including the Sun Training Institute, CIEL Textile Academy, and C-Care Training Institute, the Group strives to cultivate a culture of continuous learning that supports career advancement, adapts to industry changes, and enhances employee engagement.

The Group organises a wide range of training sessions and workshops through its **diverse forums**, including the HR Forum, CFO Forum, and Sustainability Forum. These platforms have been specifically created to bring together professionals from different departments and subsidiaries, allowing them to share their expertise, insights, and best practices.

CFO Forum

HR Forum

Sustainability Forum

Foster a **Vibrant Workforce** (cont'd)

Through recognition programs, including CIEL Innovation Awards and Excellence Awards at both the Group and cluster levels, the Group encourages continuous learning and motivates employees to apply new skills, fostering creativity and excellence.

Winner Reinventing Customer Experience Award: Project Brilliant (CIEL Hotels & Resorts)

Winner Business Transformation Award:
Aldeno – Joining the Dots (CIEL Textile)

Sustainable Solutions Award – Social:
Bio Farm at Ferney Agri-Hub – A story of resilience and empowerment around Agriculture (CIEL Properties)

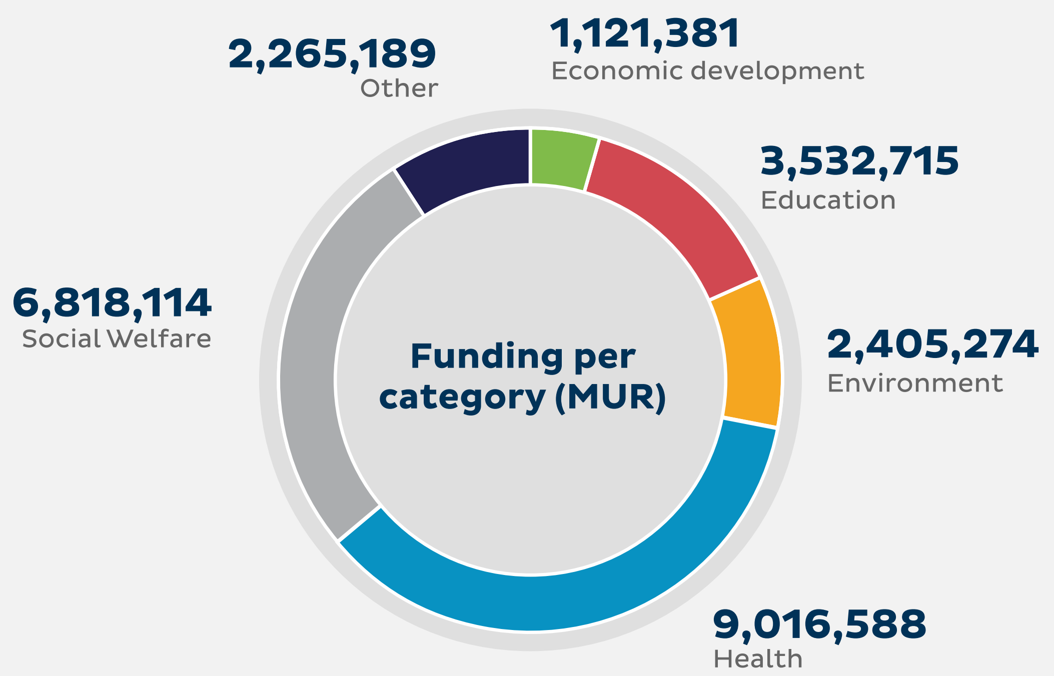
Sustainable Solutions Award – Environmental: Aquarelle Samudra Washplant:
A new frontier of Opportunity (CIEL Textile)

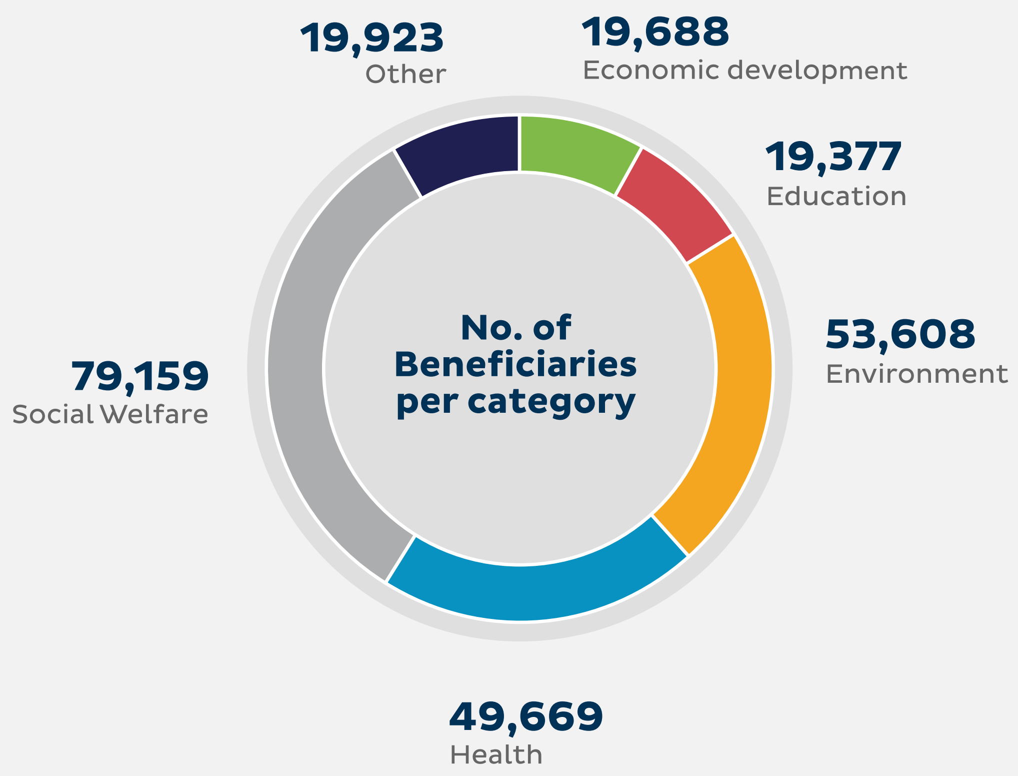
Coup de Coeur:
Qualtrix – An Electronic Quality Management System (CIEL Healthcare)

Champion **Inclusive Growth**

Community Empowerment - **Clusters**

Key Highlights





240,000+ Beneficiaries
+65 % on FY 2023

Ciel Healthcare

C-Care on the road – Caring for Communities

C-Care Uganda, in collaboration with local partners, provides underserved communities with vital health services. Prior to each outreach campaign, an assessment is carried out to identify the needs of the targeted community. C-Care Uganda has impacted over 7000 beneficiaries in FY24.

A recent campaign supported 436 inhabitants of Kitobo island, a remote island located 400 km from Kampala, providing vital healthcare services, including women and antenatal care.

C-Care Mauritius has provided free health screenings for cancer, cardiovascular diseases, ophthalmology, diabetes, physio, dental, hypertension, and dermatology to over 2000 inhabitants.

C-Care Mauritius also provided financial support for surgeries of children from vulnerable families. This year MUR 180,000 was disbursed towards paediatrics surgeries.

Ciel Textile

One Factory - One School: Since 2018, every textile factory in Madagascar have partnered with a local school - Ecole Primaire Publique (EPP) - of their surrounding community.

Each factory continuously engages with the school during the year to identify their needs and provide support such as: promoting a positive and safe environment conducive for learning, sponsoring school fees for children of vulnerable families, school renovations and library equipment. In some cases, renovations have allowed to increase the school capacity, in response to the low-rate schooling prevailing in Malagasy communities.

Access to clean water: Aquarelle and Laguna India are supporting their neighbouring communities by installing reverse osmosis plants and providing schools, hospitals and families with potable water. Around 1,150 students and 1,500 inhabitants now have access to clean water.

Ciel Hotels & Resorts

Children at Heart: Sunlife has remained committed since 2008 to supporting children & families affected by cancer through its Sunlife Children Cancer Trust. Beyond upgrading the cancer ward in accordance with World Health Organization (WHO) guidelines, Sunlife provides comprehensive care, including psychological support, wellbeing activities, and financial assistance for overseas treatment to children from vulnerable families.

Key Partnerships:

Local communities, EPP, Rotaract District 9214, Eurofoam Uganda, Ministry of Health and Wellness (Mauritius), Link to Life

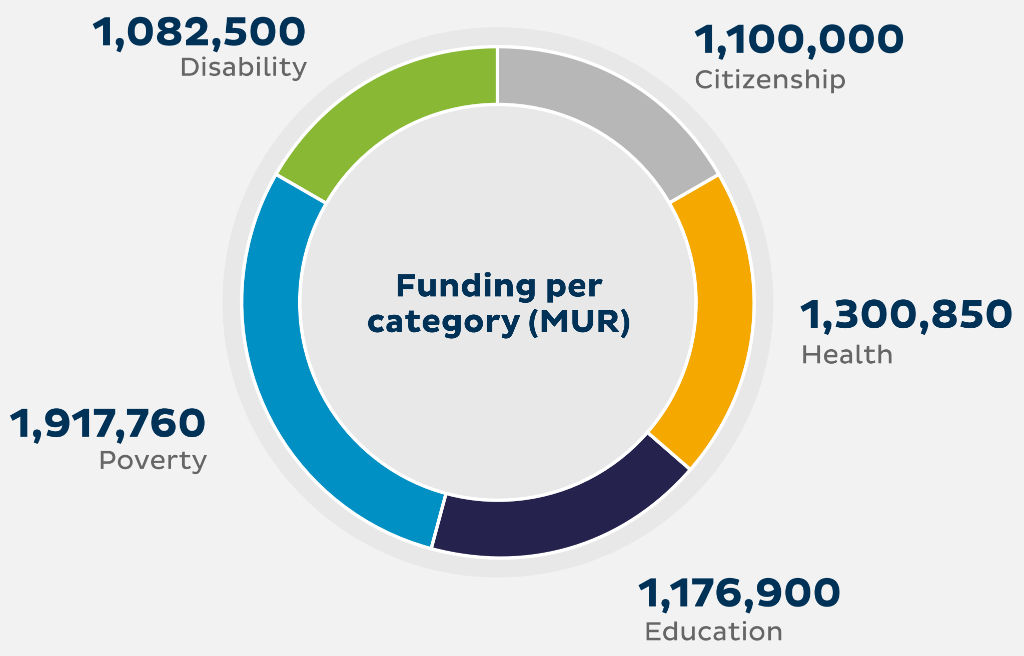
Reviewed Strategic Goal

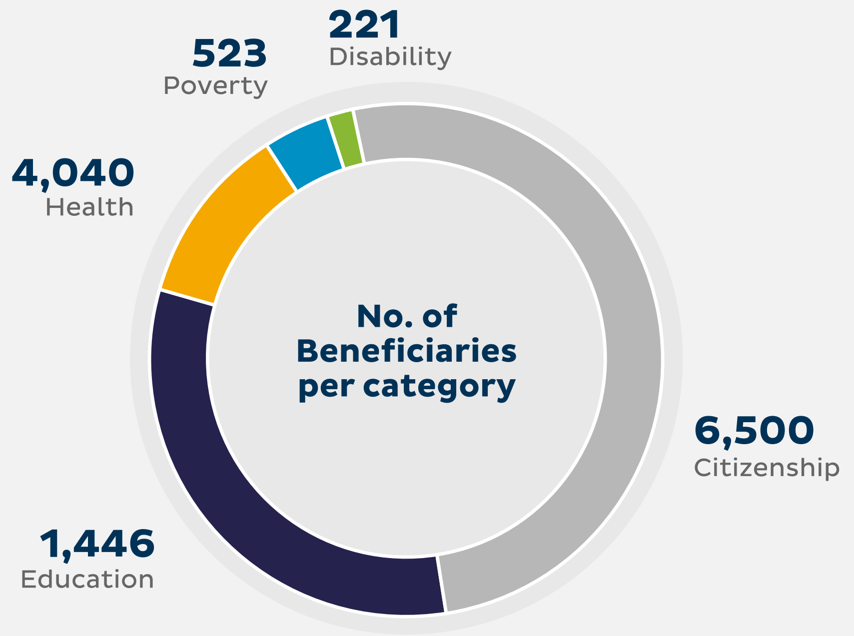
- Increase the proportion of long-term funding for community empowerment projects to 50% by 2030.

Champion **Inclusive Growth** (cont'd)

Community Empowerment – **CIEL Foundation**

Key Highlights





52,000 Beneficiaries
since 2004

MUR 120 M
invested in communities since 2004

Encadr'Art
Prévention Drogues

Encadr'Art: CIEL Foundation has developed this training initiative for NGO workers to develop prevention programs using Art Therapy as a tool to resolve emotional conflicts, increase self-esteem and self-awareness, as well as develop coping skills.

Rs 403,860
Amount invested

No of beneficiaries: 21 NGO staff = 200 direct beneficiaries in NGOs/1000 indirect beneficiaries

Pre-Employability Programme for People with Disabilities (PwD): The programme aims to empower young persons with disabilities (PwD) by providing meaningful work experiences and job awareness. It seeks to build confidence in their abilities, nurture career aspirations, and create opportunities for them to thrive in professional environments.

Rs 600,000
Amount invested

No of direct beneficiaries: 16 PwD teenagers/4 NGOs – indirect beneficiaries : total 100 PwD teenagers in schools.

Figures for CIEL Foundation are for the calendar year 2023

ACTogether
la plateforme sociale

Since 2022, ACTogether has been organising regional meetings with community leaders and social actors to reflect on common issues in a specific region in order to identify potential collaborations for more impact.

In 2023, collaborations were identified in:

1. The East region (Poste de Flacq and Trou d'Eau Douce), 2 NGOs led weekly sessions with 30 children aged 10-14, building up their self-esteem and keeping them away from negative influences common in their communities.
2. The North-West region (Pamplemousses), 4 NGOs joined forces for building resilience among 40 youngsters aged 14-18. The project focused on empowerment and lifeskills sessions.

As part of our continued support to NGOs through the ACTogether platform, the following two areas of focus were chosen in 2023:

Adopting a Psychosocial Approach with Vulnerable Youths

24 participants from 17 NGOs joined a 2-day seminar on the theme "How to Lead our Young Beneficiaries to Healthily Express their Inner Feelings", with the participation of a Lead Expert on Psychosociology and Positive Education, equipping NGOs with essential psychosocial tools for dealing with youngsters from vulnerable groups.

Project management and writing for financial assistance

Of utmost importance for NGOs is the ability to have structured project management and secure financial assistance. Aligned with previous sessions on project writing, NGOs were further trained on monitoring, evaluating and planning budgets, in collaboration with Bank One. The workshops highlighted funders' expectations.

Key Partnerships:

Service d'Evaluation et de Detection de l'Autisme a Maurice (SEDAM), Self Advocate Inclusion Mauritius (SAIM), Action for Healthcare and Prevention – Centre René Guillemin, Atelier Joie de Vivre, Shreeji, Konekté

Reviewed Strategic Goal

- Increase the proportion of long-term funding for community empowerment projects to 50% by 2030.

Champion **Inclusive Growth** (cont'd)

Local **Economy**

Key Highlights

Ciel Properties

Ferney - A new beginning for the South-East Ladies

Since March 2023, a former sugar cane field has been converted to agroecology by ladies coming from the South East coast. The initial 900m² plot enabled the South East ladies to ground proof 24 different food crops inside the Ferney Agri-Hub.

Under the agreement with Critical Ecosystem Partnership Fund (CEPF), the Ferney Model Farm was developed. 11 women now work together as a co-operative named South East Ladies Agro, to embrace agroecological practices and implement 5,000 m² of agroforestry with support from Mauritian (Le Vélo Vert) and Réunion Island (FORMA'TERRA) trainers. The aim is to help them start producing food and make a living out of their new agricultural routine at Ferney.

In the future, all data collected in the Model Farm is expected to serve more agri-entrepreneurs willing to transition to agroecology.

11 women farmers starting a legacy

Ciel Finance

BNI Madagascar aims to be a driving force for the development of a responsible and sustainable Madagascar. The BNI Lovainjafy project illustrates how BNI supports innovative and sustainable economic players.

Five start-ups were selected through a competitive process to benefit from financial support, as well as technical assistance. Projects range from the creation of a cassava and ethanol production plant to waste management.

Ciel Hotels & Resorts

Sunlife promotes the local economy by sourcing more than 70% of its food locally. Sunlife hotels further supports local fishermen from nearby communities through their weekly dedicated "Fish Night".

Additionally, through its "Life in Yellow"- boutiques, Sunlife empowers local artisans and artists with over 65% of items displayed sourced locally.

70% food is locally sourced

65% local artisan and artists

Key Partnerships:

CEPF; Le Vélo Vert association & Forma'Terra, AXIAN, UNPD, Ministry of Environment and Sustainable Development (Madagascar), WWF, University of Mauritius, MAMSEF Association.

Reviewed Strategic Goal

- Increase proportion of products and services sourced locally

Champion **Inclusive Growth** (cont'd)

Responsible **Offering**

CIEL Textile

CIEL Textile leverages on AI to predict and identify popular styles to optimise design and reduce overproduction. The use of 3D modelling also enables CIEL Textile to reduce its environmental footprint by streamlining the design and sales processes.

CIEL Hotels & Resorts

As part of its sustainability strategy, Sunlife introduced plant-based menus across its hotels. With 98% of its fresh vegetables and 40% of its fresh fruits sourced locally, this initiative allows guests to choose healthier and sustainable options, reducing the environmental impact of its dining operations.

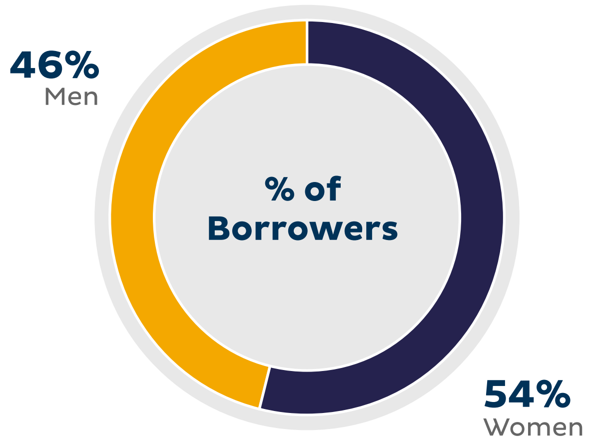
98% fresh vegetables sourced locally

40% fresh fruits sourced locally

CIEL Finance

The KRED initiative by BNI continues to support small businesses and unbanked individuals through its digitalised microfinance services.

14,307
Total borrowers



MUR **977M**
Loan Portfolio

CIEL Properties

At Nouvelle Usine, Evolis proposes rental space at minimal fees to people from the neighbouring community with a viable business plan, to start up their businesses. Many of these entrepreneurs, who once used to sell food from their homes in Mangalkhan, now operate stands at Nouvelle Usine reaching a broader clientele. Additional support is also provided to help them expand and enhance their businesses.

At Ferney, premises have been offered free of charge to an Agri Entrepreneur so she could transform her products grown in Ferney into added-value food products. This Agri Entrepreneur employed 3 women from the surrounding communities.

To sustain their initiative, they were upskilled by the Ferney Chef to upgrade their products. The Ferney Eco-Lodge and the Falaise Rouge restaurants purchase part of their production.

Reviewed Strategic Goal

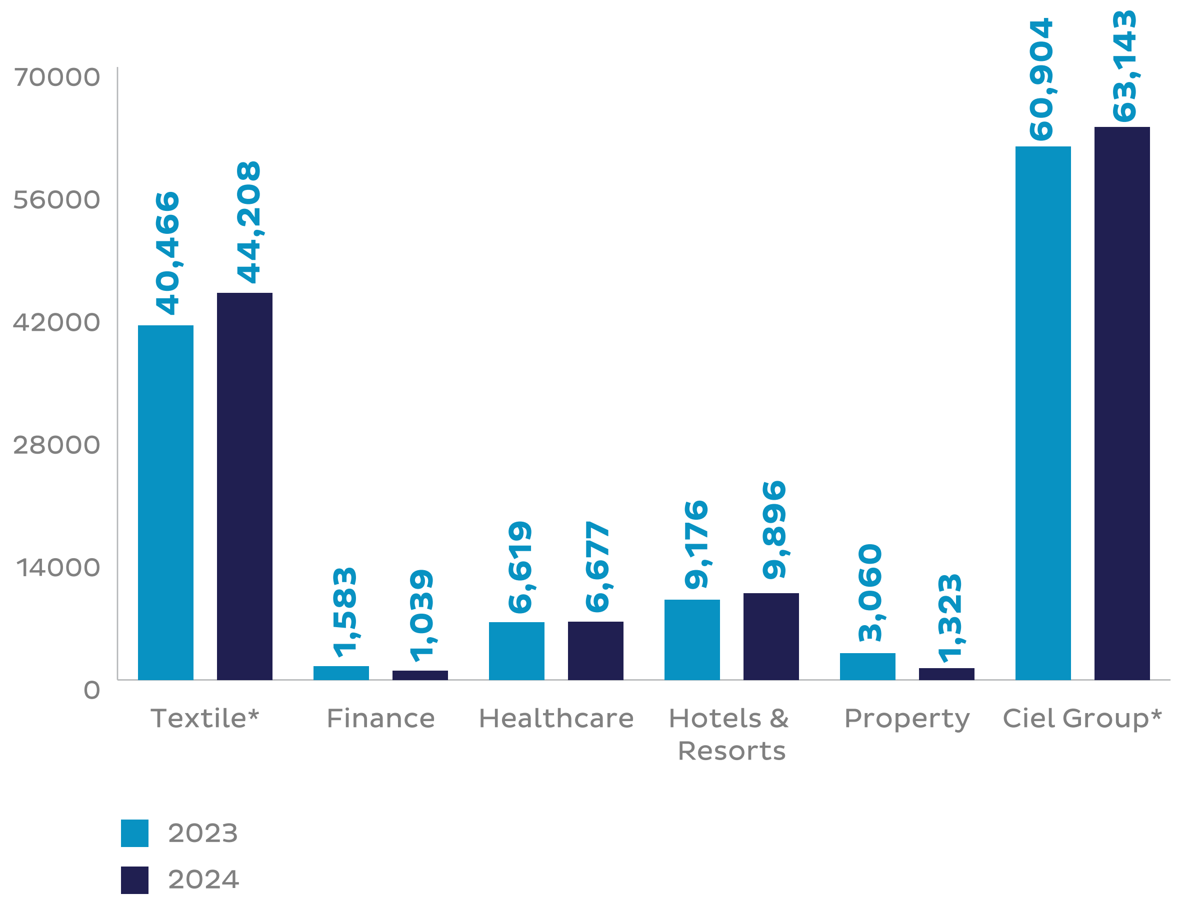
- Develop socially responsible products/services/ experiences in each cluster by 2025

Activate **Environmental Response**

Energy & **Carbon Emissions**

Key Highlights

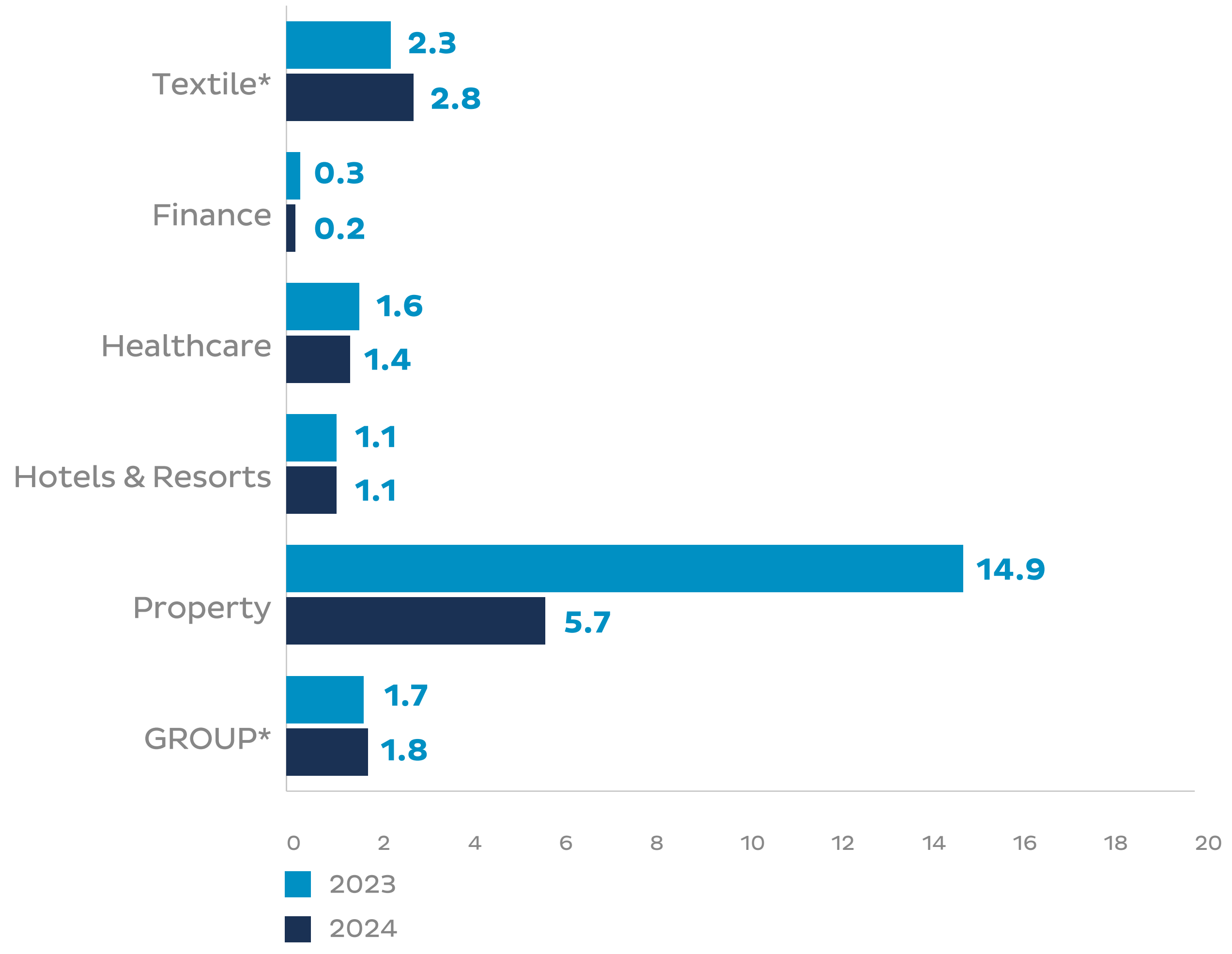
Scope 1 & 2 - Total Emissions per Cluster (tCO_2e)



** 2024 data for Textile includes the Cotona factory, representing 7,702 tCO_2e.*

In 2023, these emissions were not consolidated. 2024 Textile emissions, excluding Cotona, amount to 36,506 tCO_2e representing a decrease of 3,959 tCO_2e as compared to 2023.

Scope 1 & 2 - Carbon Intensity (tCO_2e/m MUR)



** 2024 data for textile includes emissions from the Cotona factory, representing 7,702 tCO_2e. In 2023, this data was not consolidated. 2024 carbon intensity for Textile, excluding Cotona, amounts to 2.3 tCO_2e/mMur.*

Pursuing our roadmap in the transition to renewable energy:

Ciel Properties

CIEL Properties installed rooftop solar panels at Ebene Skies, which are expected to produce 20% of the building's electricity consumption.

Ciel Textile

CIEL Textile - rooftop solar panels became operational as from this year at Laguna India, Tropic Knits India and Tropic Knits Mauritius contributing to significant savings on electricity use. Installation of rooftop solar panels are in progress at 3 additional factories in Madagascar.

CIEL Textile is now SBTi committed and is awaiting the validation of its targets for the reduction of its Greenhouse Gas (GHG) emissions.

While the Group is pursuing its journey on the transition to renewable energy, several initiatives are also being undertaken to **increase energy efficiency:**

1. CIEL Hotels & Resorts - Sunlife conducted a survey of equipment and devised a plan for the replacement of equipment reaching end of life with more energy efficient ones. The project is expected to reduce energy consumption and is 30% completed across Sunlife hotels to date.
2. CIEL Properties – Cross-ventilation design and Fresh Air System were implemented at Nouvelle Usine maintaining comfortable temperatures and indoor air quality in common areas, reducing dependency on air conditioning.
3. CIEL Properties - Pursuing its journey to increasing energy efficiency across its properties by installing centralised energy-efficient HVAC with smart-metering and IOT/Building Management System, which allows an average reduction of 20% in energy usage compared to conventional systems.

Ciel Textile

CIEL Textile pursues its ambition for efficient and sustainable garment-making factories with the LEED certification of its factories. With its first factory in Samudra, India, awarded the LEED Platinum Certification in 2020, 4 garment-making factories and the head office of Aquarelle India have now achieved LEED Platinum status. By meeting LEED criteria, these factories achieve greater operational efficiency, lower environmental impact, and improve worker well-being.

Reviewed Strategic Goal

- Decrease our Scope 1 & 2 carbon intensity by 50% by 2030 (tCO_2e/$M of revenue)
- Maintain zero coal as fuel in our subsidiaries
- Increase in the adoption of green/bioclimatic practices for both new and existing buildings

Activate **Environmental Response** (cont'd)

Value Chains - **Suppliers**

Key Highlights

Ciel Hotels & Resorts

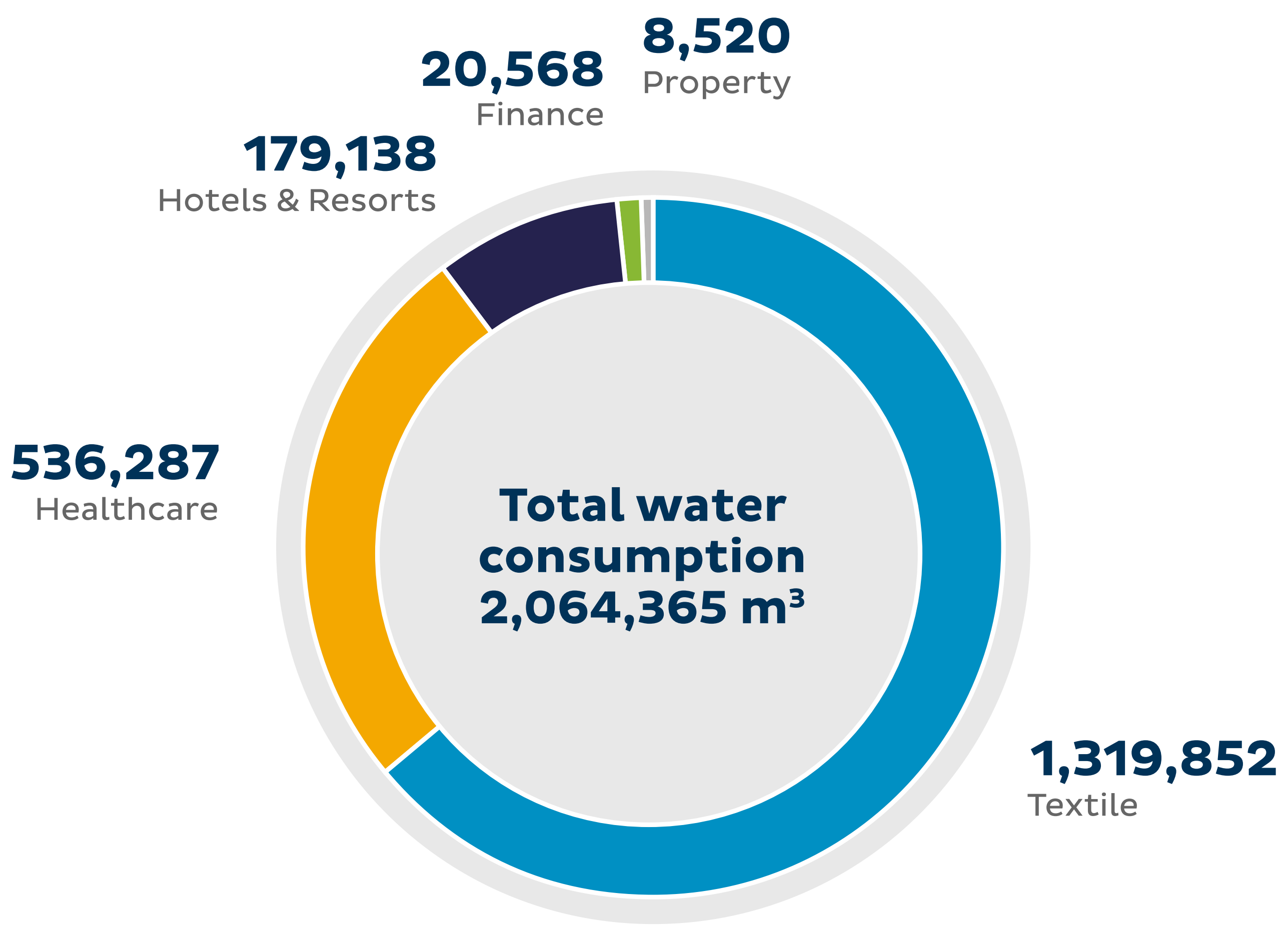
Sunlife aims to drive sustainability through its value chain for long-term positive impacts. Their supplier selection process integrates sustainability considerations. Sunlife is actively engaging with suppliers, promoting eco-friendly initiatives such as reducing packaging waste, use of recyclable or biodegradable materials, as well as any potential partnership for community outreach.

Ciel Textile

100% of CIEL Textile suppliers and subcontractors have been mapped and assessed for ESG performance using internal criteria. CIEL Textile now screens all new suppliers and sub-contractors prior to onboarding. CIEL Textile also shares knowledge with suppliers in supporting their efforts to achieving regulatory compliance and making positive changes in their processes. Suppliers and subcontractors are re-assessed annually to ensure continuous compliance.

Additionally, through its affiliation with the Higg Index, CIEL Textile has increased visibility on environmental and social performance of its Higg-certified suppliers.

Value Chains - **Water**



Ciel Textile

The new washplant at Aquarelle Samudra and the more efficient Dyehouse equipment at CDL enabled annual savings of over 100,000 m³ water as well as 100,000 kg of chemicals used.

100,000 m³ water saved

100,000 kg reduction in chemicals used

Key Partnerships:
Trustrace, HIGG

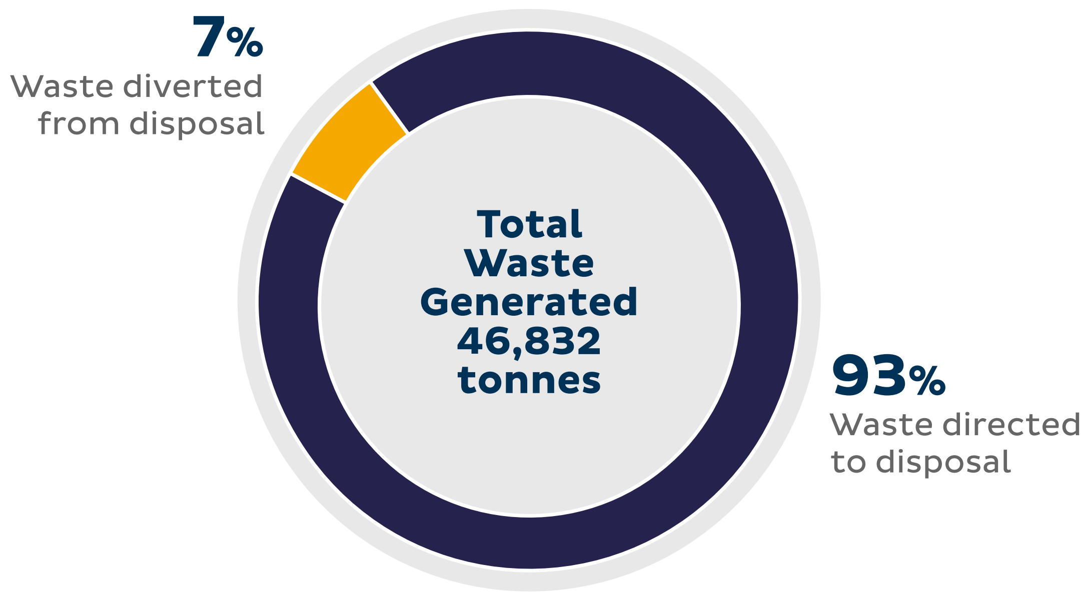
Reviewed Strategic Goal

- 100% of Tier 1 suppliers and sub-contractors to be assessed against the Group minimum criteria by 2026
- Develop environmentally responsible products/services/ experiences in each cluster by 2025
- Zero single-use plastics (except H&S constraints)
- Reduce waste to landfill by 50% by 2030
- Reach industry-leading water efficiency levels by 2030

Activate **Environmental Response** (cont'd)

Value Chains - **Waste**

Key Highlights



Textile

CIEL Textile has integrated circularity into its operations and strives to divert its wastes from landfills through several initiatives including:

1. Partnering with Reverse Resources, a platform mapping the Textile waste value chain, whereby CIEL Textile connects with key stakeholders - manufacturers, fashion brands, waste handlers, and recyclers - to identify potential circularity opportunities.
2. Sponsoring an innovative start up in India converting fabric wastes into paper trim for use as back support and collar interplay for shirts. The process is chemical free and solar dried.
3. Establishing the Wealth Out of Waste (WOW) initiative at Aquarelle Samudra to transform textile waste into notebooks and handmade rugs resulting in the diversion of 6 tons of textile waste from the landfill in 2023.

Hotels & Resorts

Sunlife has achieved its goal of sending zero food waste to landfill through an integrated strategy focused on minimising food waste. This approach includes revising menus, encouraging behavioural changes among kitchen staff and clients, and partnering with pig farmers to repurpose unavoidable food waste.

Reviewed Strategic Goal

- 100% of Tier 1 suppliers and sub-contractors to be assessed against the Group minimum criteria by 2026
- Develop environmentally responsible products/services/ experiences in each cluster by 2025
- Zero single-use plastics (except H&S constraints)
- Reduce waste to landfill by 50% by 2030
- Reach industry leading water efficiency levels by 2030

Activate **Environmental Response** (cont'd)

Conservation and Regeneration - **Ferney**

Key Highlights

41,500
Native trees planted by La Vallée de Ferney Conservation Trust to date

USD **284,000**
Project funded by the Critical Ecosystem Partnership Fund (CEPF) successfully launched in August 2023

3,985
Trees planted in FY24

20,124 m²
Maintenance weeding

25,534 m²
New weeding

30,819
Nursery stock as at May 2024

New forests arising!

Ferney was the first Mauritian organisation to secure a large grant (>USD 50,000) from the CEPF, as part of a 10-year program of support to civil society organisations to promote ecosystem-based adaptation in the Madagascar and the Indian Ocean Islands Biodiversity Hotspot. Ferney's three-year project, titled "Building Climate Resilience in the Nyon River Watershed, Ferney, Mauritius", was launched in August 2023.

Efforts this year consisted of reforesting pasturelands, controlling Invasive Alien Plants (IAPs), and implementing agroforestry inside the Ferney Agri-Hub. Around 2,300 young trees native to Mauritius, of 29 different species, have been planted in pastures of the Ferney Valley to favour ecosystem services such as water retention and carbon sequestration, covering 4.2 hectares (ha).

As the project is implemented in an active deer ranching area, it serves the additional research purpose of determining the impacts of deer grazing on reforestation, and testing mitigation measures. Higher in the valley, populations of IAPs were reduced across degraded forest areas, covering a total of 4.6 ha.

Ground Proofing Restoration Methods on field

Since the beginning of the CEPF Project, La Vallée de Ferney Conservation Trust and the NGO Nature Yetu, including a number of ecosystem scientists, deepened their partnership to implement best practices on restoration, fitted to the Ferney Valley ecosystems.

In the last 68 years, Mauritius lost half of its forests, leading to critical reduction of populations of species native to Mauritius. Research has shown that the most efficient method against the current biodiversity loss is to remove Invasive Alien Species (IAS) from the last remnants of well conserved forests.

Therefore, by the end of the CEPF project, the conservation team aims at removing IAS, mainly Cinnamon, Strawberry guava and Ravenala for the larger specimens, over 20 ha inside and around the Conservation Management Area of Ferney. To date, the team has reduced the IAS populations in three different types of forest over 4.6 ha.

Lower in the valley, the team planted a range of tree species inside 11 pastures boarding the Nyon River, now covering 4.2 ha. While the trees planted show resilience to feral pig stamping, deer predation and insect herbivory, the conservation team is implementing protection measures to maintain survival rates above 80%.

The restoration costs, survival rates and other data are collected to provide quantified evidence to support or rule out the following hypothesis:

"The effectiveness of the IAS removal from degraded forests and the reforestation of pasturelands."

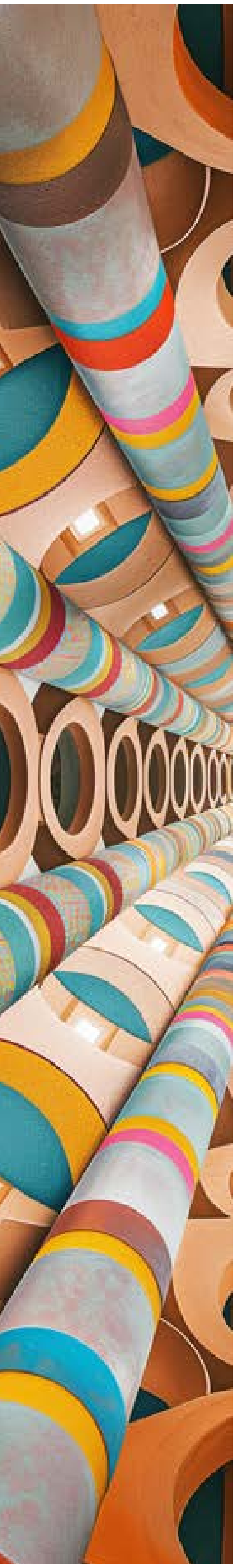
First step of reforestation: *Spacing the pits to plant 700 young trees per hectare.*

Reviewed Strategic Goal

- Reach 500k people at Group level with nature conservation awareness initiatives by 2030
- Increase dedicated programmes for reduction of biodiversity loss and facilitate regeneration of ecosystems

Ciel
Go Beyond

Delivering a Solid **Performance**



Group Financial **Review**

Group Financial Review

Group Income Statement Overview

- Revenue
- Earnings Before Interest, Taxation, Depreciation, Amortisation and Expected Credit Losses ("EBITDA")
- Profit after Tax ("PAT")
- Profit Attributable to Owners
- Group Financial Overview

Group Financial Structure

Group Free Cash Flow ("FCF")
Group Net Interest-Bearing Debt
Group Return on Capital Employed ("ROCE")

CIEL Limited (Company)

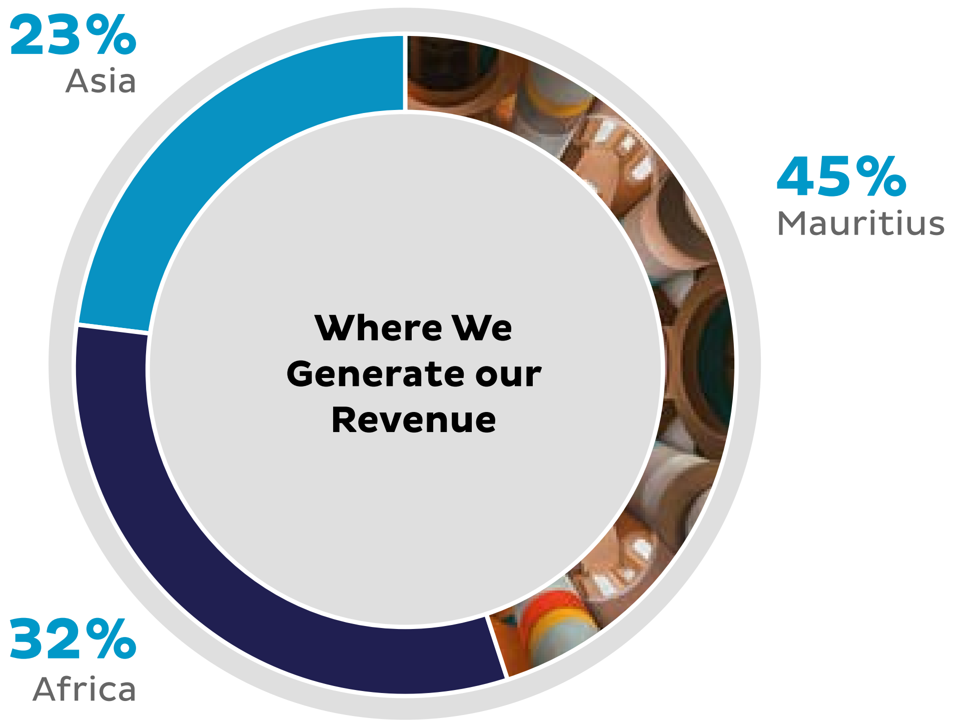
Share Price Evolution
Dividend Analysis
Investment Portfolio

Group Income Statement Overview

Revenue

Group Revenue stood at MUR 35.2 bn on par with last year on account of a 12% reduction in revenue in the Textile cluster, the impact was mitigated by good performances in the following clusters:

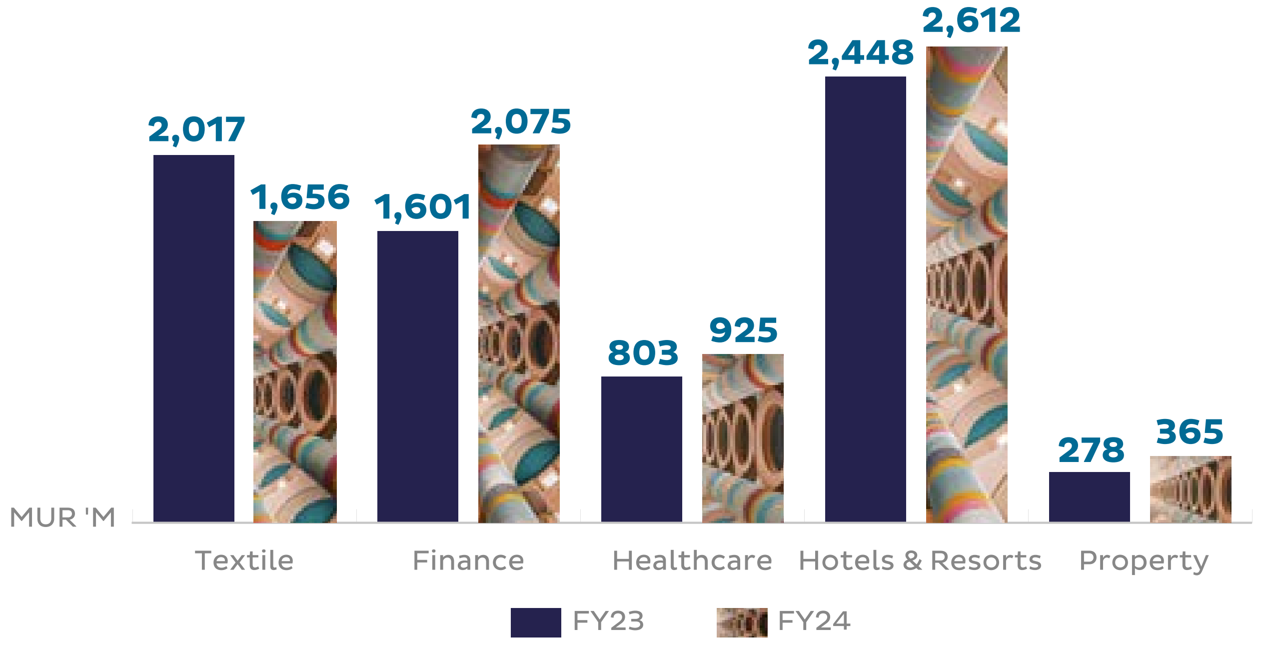
- The Healthcare cluster revenue increased by 18% to MUR 4.9 bn due to an increase in core activities in Mauritius and Uganda;
- The Finance cluster revenue increased by 10% to MUR 5.7 bn mainly stemming from its banking operations in Madagascar (BNI Madagascar); and
- The Hotels & Resorts cluster revenue increased by 8% to reach MUR 8.7 bn, attributable to higher average room rates, resulting in an 11% increase in RevPAR (revenue per available room).



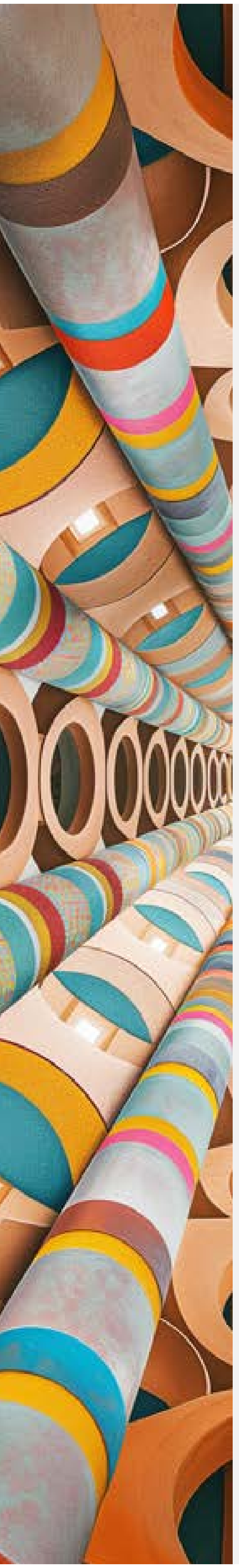
EBITDA

Group EBITDA increased by 6% to MUR 7.5 bn from MUR 7.1 bn. The EBITDA margin improved to 21.3% from 20.0%, primarily driven by operational efficiencies across clusters and boosted by the profit on sale of land of MUR 362M in the Property cluster.

EBITDA by Cluster



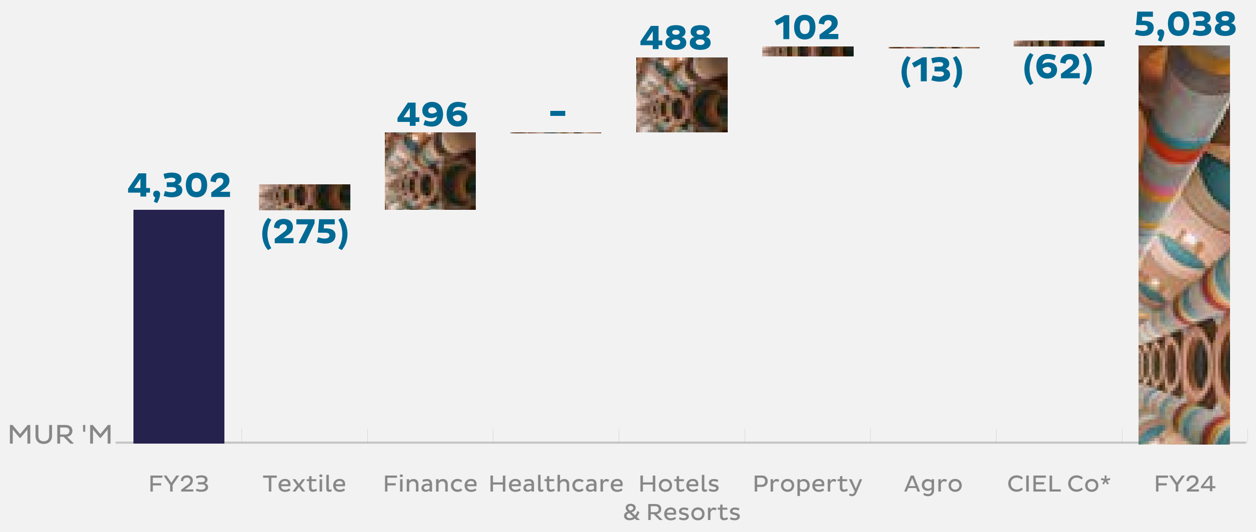
NOTE: EBITDA by cluster excludes CIEL Limited (holding co) and Group eliminations for FY24 of (MUR 153M) and FY 23 of (MUR 63M)



Group Financial **Review** (cont'd)

Profit After Tax (PAT)

The Group's PAT rose by 17% to reach MUR 5.0 bn from MUR 4.3 bn, principally due to the strong performances across its clusters.

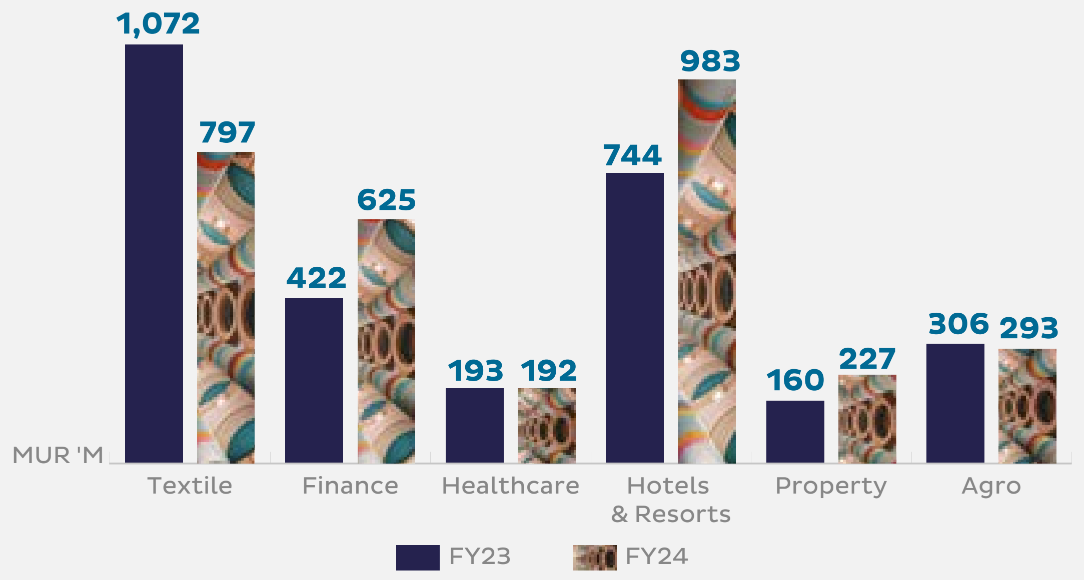


** Includes CIEL Limited's figures as well as wholly owned subsidiaries - CIEL Corporate Services, Azur Financial Services (Head Office & Treasury services of CIEL Group), FX Edge Market Limited, Procontact Ltd (49.17%), and EM Insurance Brokers Limited (51%) net of Group eliminations*

Profit Attributable to Owners

Group Profit Attributable to Owners increased by 6% to MUR 2.8 bn from MUR 2.7 bn and Earnings per Share was MUR 1.66 compared to MUR 1.57 in the prior period.

Profit Attributable to Owners by Cluster



NOTE: Profit Attributable to Owners by cluster excludes CIEL Limited (holding co) and Group eliminations for FY24 of (MUR 927M) and FY 23 of (MUR 906M)

Group Financial Overview

Income Statement Variances Explained

Depreciation and amortisation charges increased by MUR 164M to MUR 1.6 bn, largely due to higher depreciation charges in the Healthcare (MUR 89M), Hotels & Resorts (MUR 24M) and Textile (MUR 21M) clusters, on the back of upgrading facilities and equipment.

Expected Credit Losses stood at MUR 171M from MUR 354M in the prior year largely due to lower incremental IFRS 9 provisions in the Finance cluster's banking operation (BNI Madagascar).

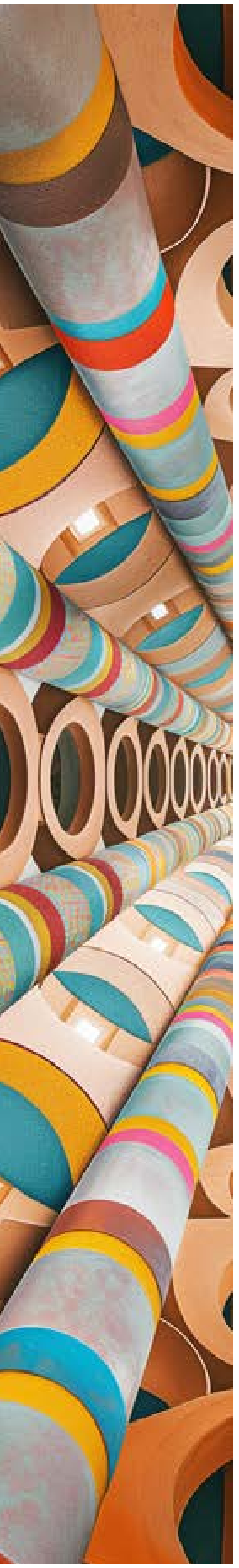
Net Finance Costs stood at MUR 875M compared to MUR 812M. The increase is primarily due to the high-interest rate environment. The Healthcare cluster, which has invested in strategic infrastructure and medical equipment, reported an increase in finance costs of MUR 39M compared to the previous year.

Share of Profits of Associates and Joint Ventures increased by 71% to MUR 1,037M from MUR 605M. The notable increase coming from the Hotels & Resorts cluster mainly on account of an increase in the share of profit of one of its associated undertakings for an amount of MUR 372M.

The Corporate Tax charge increased to MUR 876M from MUR 828M, mainly due to the increased profitability of the Finance BNI operations having an effective tax rate of 21% (FY23: 22%). The effective tax rate of the Group stood at 15% (FY23: 16%).

Financial Overview	**FOR THE YEAR ENDED 30 JUNE**		
MUR 'M	**2024**	2023	% Change
Revenue	**35,176**	35,409	0%
EBITDA[1]	**7,480**	7,084	6%
Depreciation and amortisation	**(1,557)**	(1,393)	12%
EBIT[2]	**5,923**	5,691	4%
Expected credit losses	**(171)**	(354)	(52%)
Net finance costs	**(875)**	(812)	8%
Share of results of associates & joint ventures net of tax	**1,037**	605	71%
Profit before tax	**5,914**	5,130	15%
Taxation	**(876)**	(828)	6%
Profit after tax	**5,038**	4,302	17%
Profit attributable to:Owners	**2,807**	2,653	6%
Non controlling interests	**2,231**	1,649	35%
	5,038	4,302	17%
Basic and diluted earnings per share (MUR)	**1.66**	1.57	6%
EBITDA Margin	**21.3%**	20.0%	
Equity	**33,717**	30,047	12%
Net Asset Value per Share (Group) (MUR)	**13.73**	12.38	11%
Net Asset Value per Share (Company) (MUR)	**13.12**	11.03	19%
Net Interest Bearing Debt	**11,303**	12,064	(6%)
Gearing = Net Debt/(Net Debt+Equity)[3]	**25.1%**	28.6%	
Net Debt to EBITDA	**1.5**	1.7	(12%)
Capital Employed	**45,020**	42,111	7%
ROCE[4]	**15.1%**	14.1%	
Dividend per share (MUR)	**0.32**	0.28	14%
Market Capitalisation	**12,435**	11,003	13%

[1] Earning before interest, tax, depreciation, amortisation, impairment and expected credit losses
[2] Earnings Before Interests and Taxation
[3] Excludes quasi-equity loan from MIC
[4] Return on Capital Employed



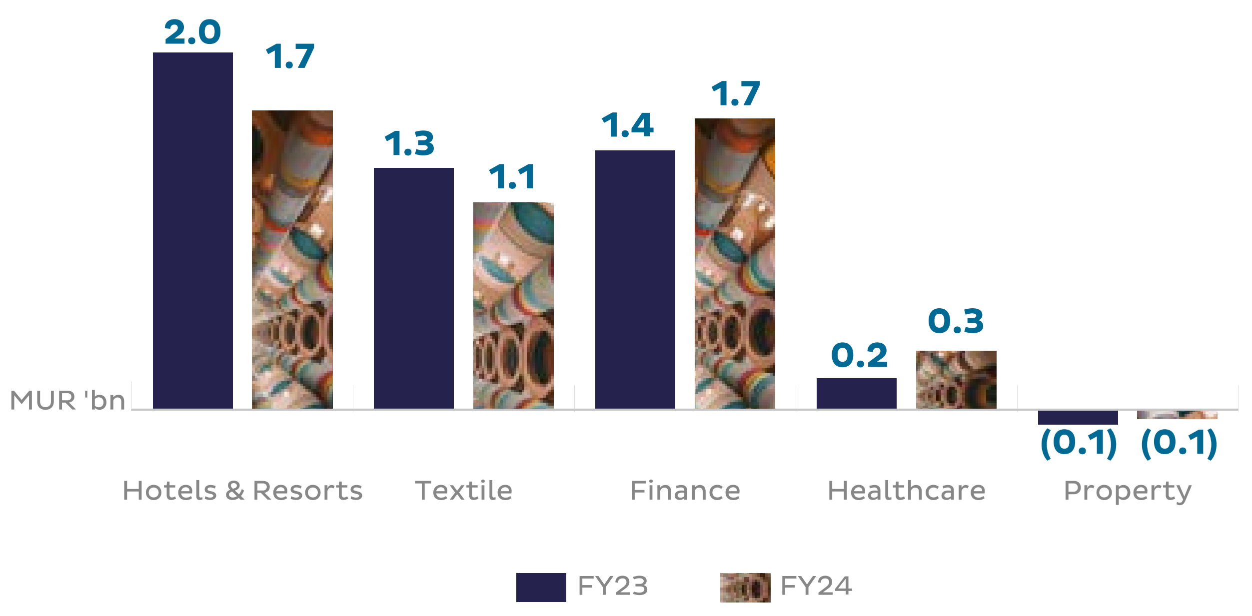
Group Financial **Structure**

Group Free Cash Flow

The Group posted **Free Cash Flow** of MUR 4.2 bn on par with the prior year. FCF is arrived at after deducting for maintenance capital expenditure ("CAPEX") of MUR 1.3 bn and excludes specific banking working capital movements and project capex amounting to MUR 1.2 bn compared to MUR 880M in the prior year period.

FCF to EBITDA decreased in the year to 55.7% from 60.0% due to the increased working capital in the Property cluster as well as increased capital expenditure in the Hotels & Resorts, Textile and Finance clusters.

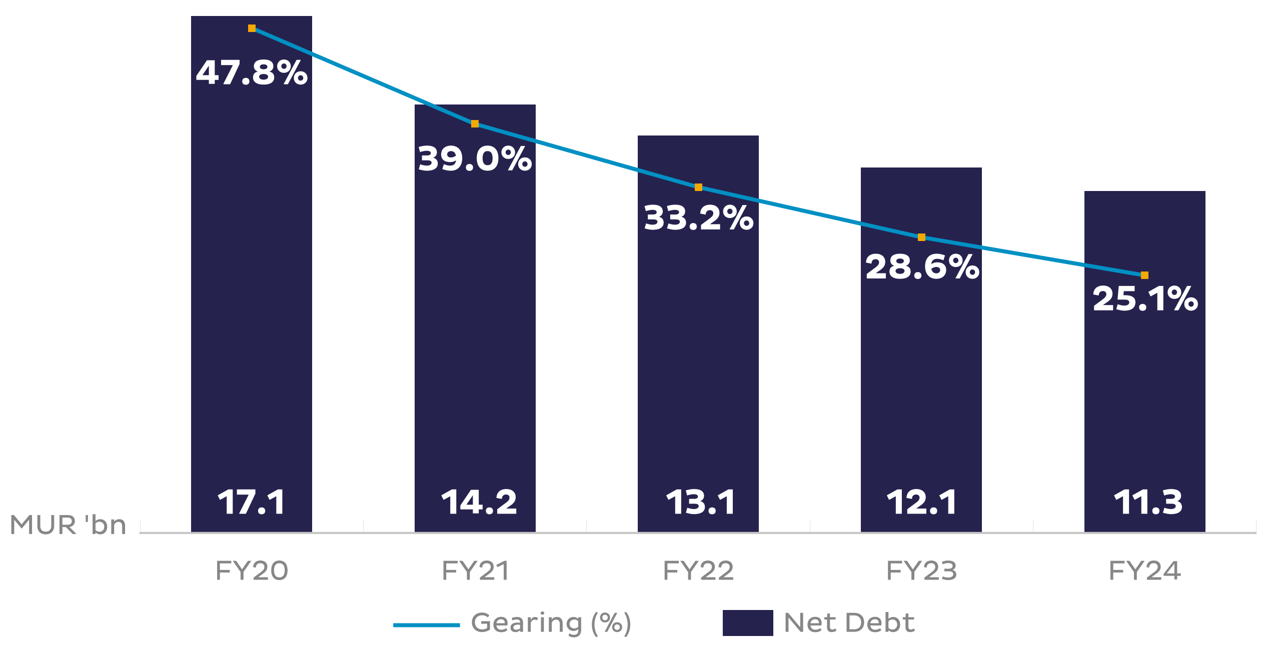
Free Cash Flow by Cluster



Note: Excludes CIEL Company, group eliminations and Agro: combined FCF for FY 24 of (MUR 559M) and FY23 of (MUR 558M)

Group Net Interest-Bearing Debt

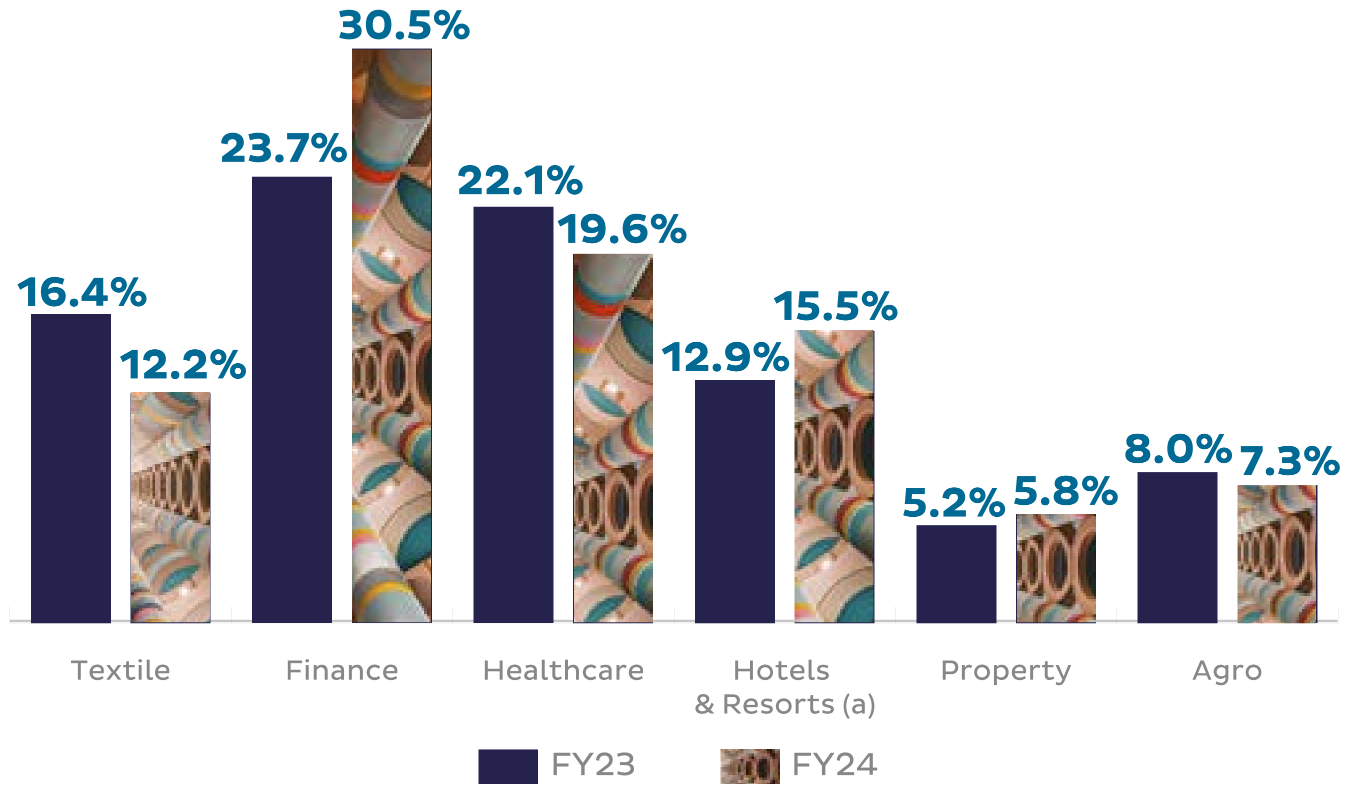
Group Net Interest-Bearing Debt stood at MUR 11.3 bn down from MUR 12.1 bn yielding a gearing ratio of 25.1%. compared to 28.6% at 30 June 2023.

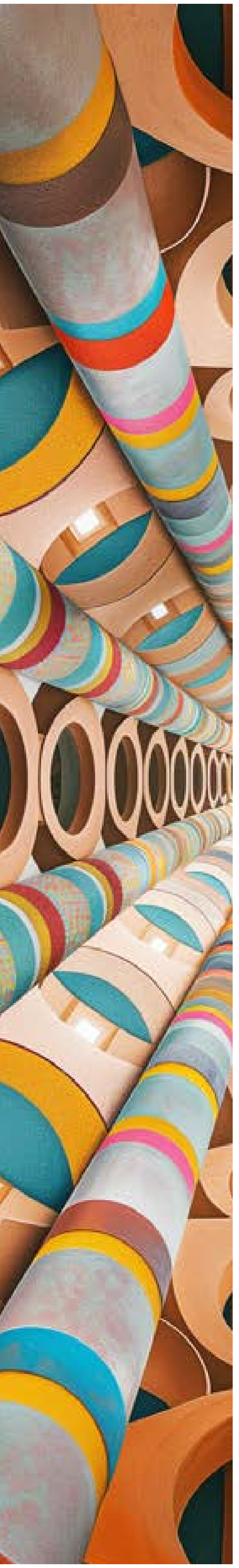


Group Return on Capital Employed (ROCE)

Group ROCE rose by 1%, reaching 15.1% in the year under review. The increase in ROCE demonstrates our commitment to optimising returns on our assets and highlights the effectiveness of our strategic initiatives to drive profitability and growth.

ROCE by Cluster

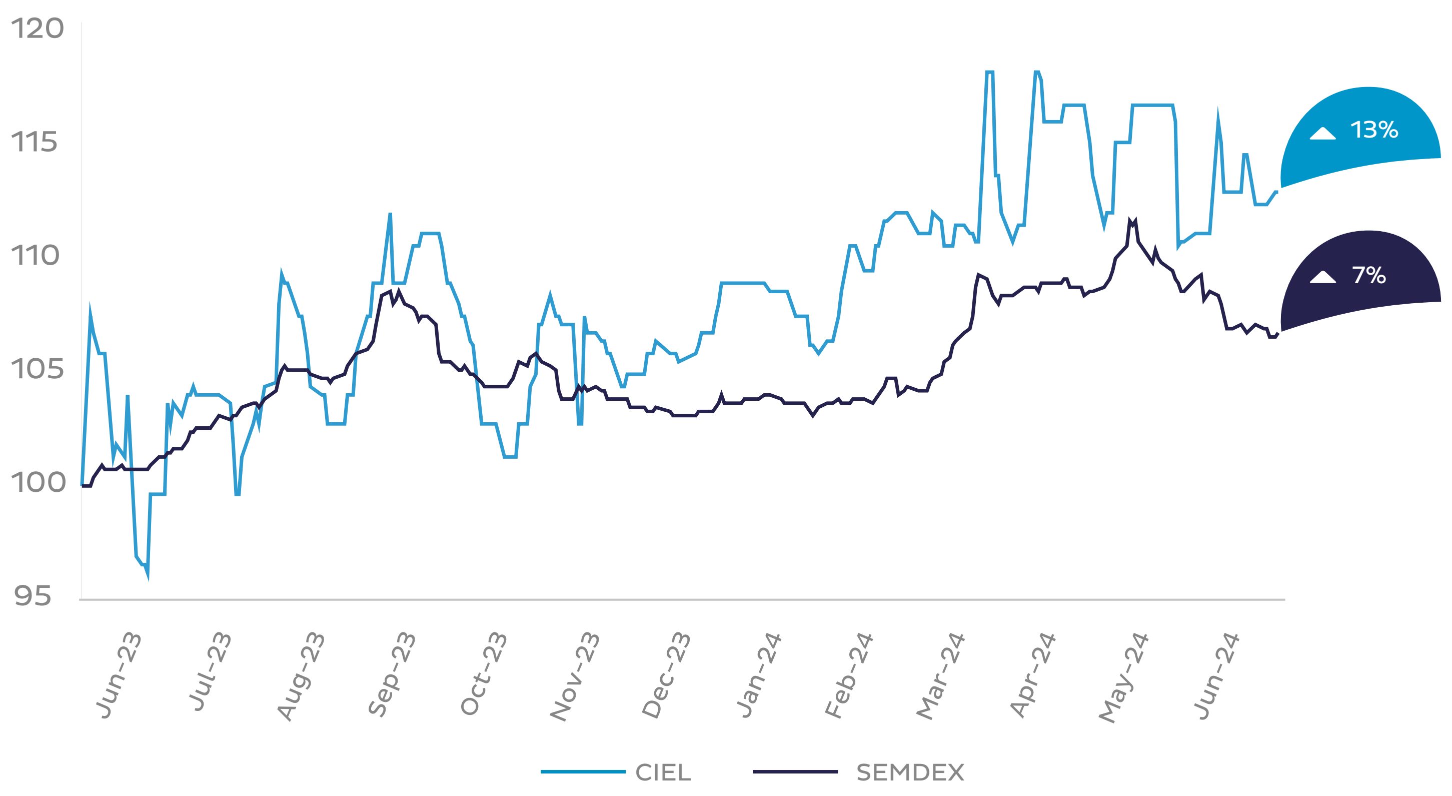




CIEL Limited (Company)

Share Price Analysis

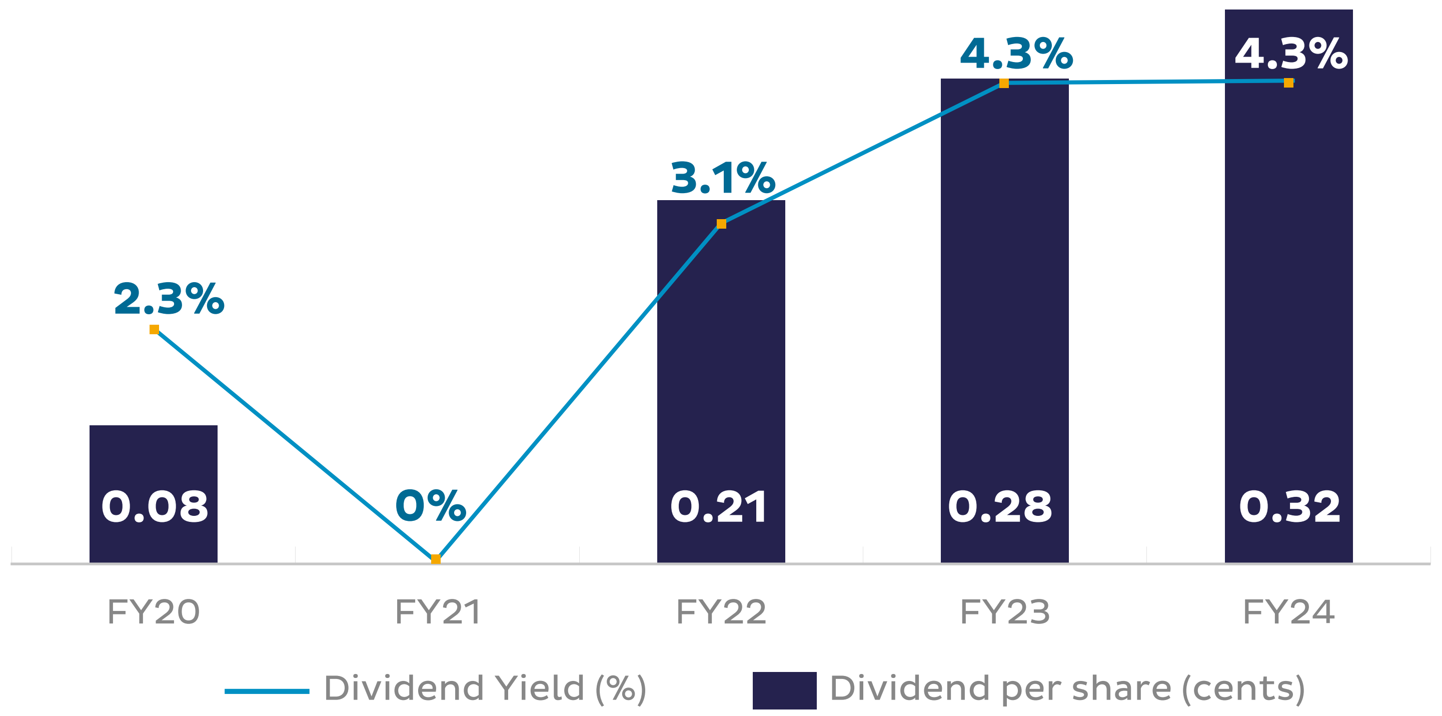
CIEL's share price increased by 13% in rupee terms to MUR 7.36 from MUR 6.52 as at 30 June 2023, ourperforming the SEMDEX which increased by 7%. CIEL's market capitalisation stood at MUR 12.4 bn.

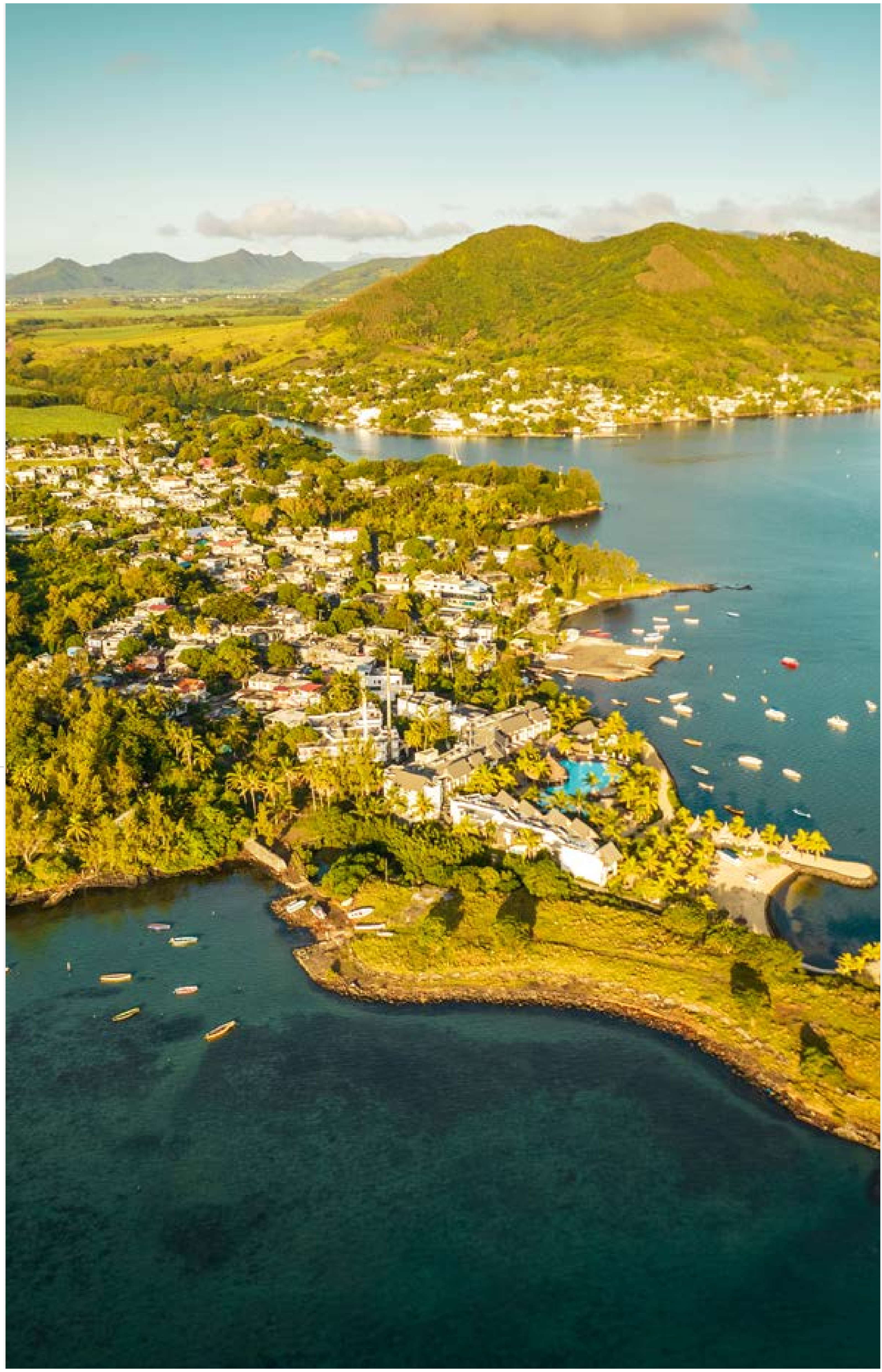


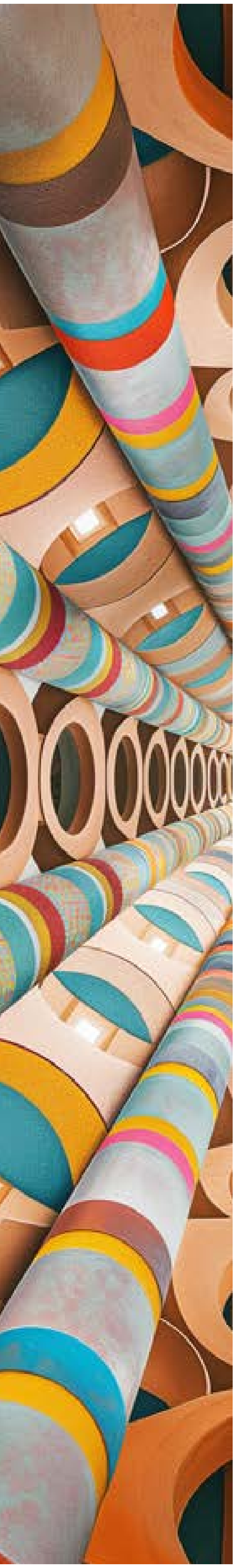
Dividend Analysis

CIEL's dividend policy states:

A minimum of 75% of net profits after tax of the Company, depending on the cash flow and financial needs. Payout ratio was 84% for the year ended 30 June 2024 (2023: 76%).



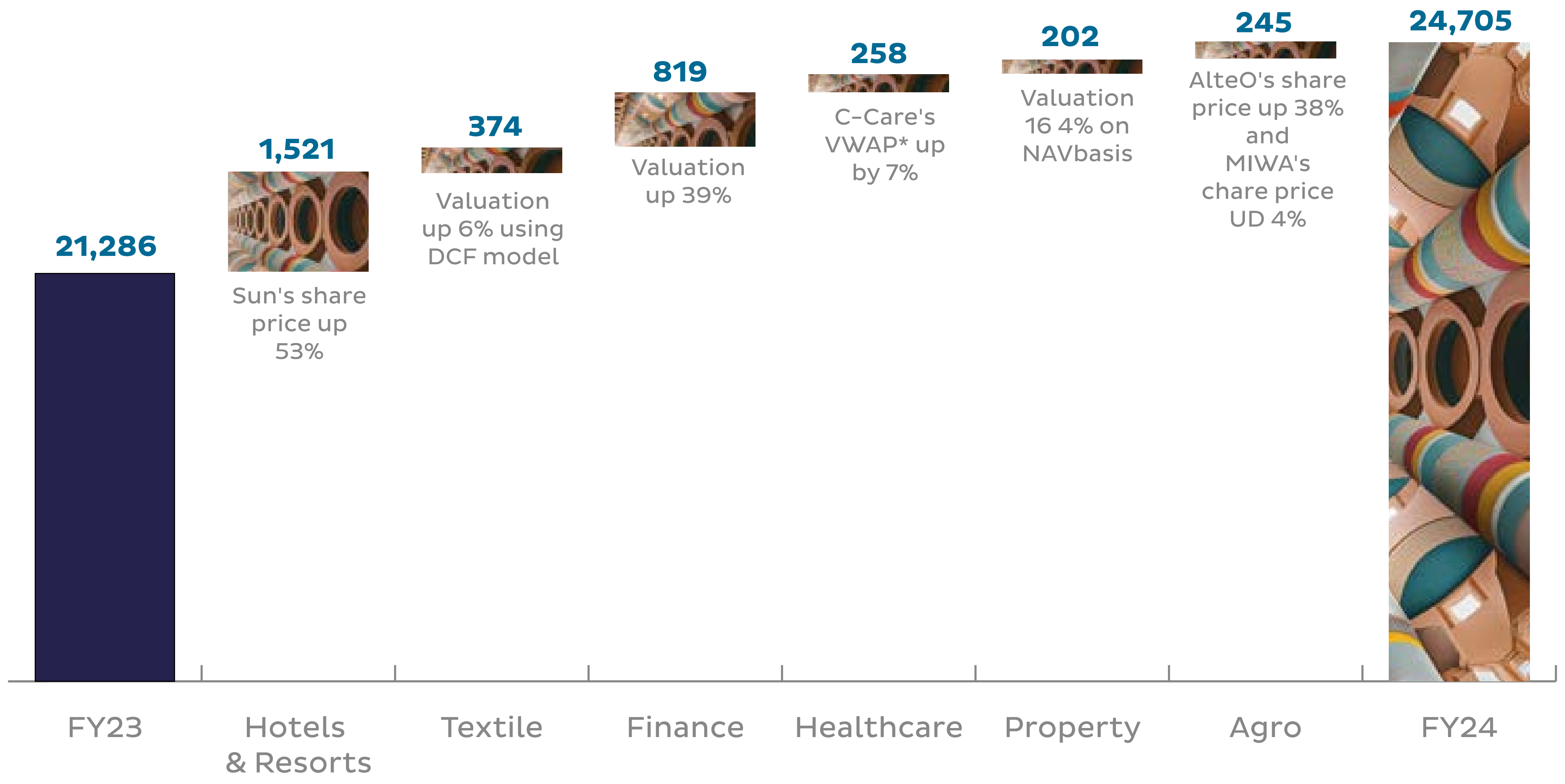




CIEL Limited (Company) (cont'd)

Portfolio Analysis

As at 30 June 2024, the portfolio value stood at MUR 24.7 bn from MUR 21.3 bn in the prior year. Company NAV rose by 19% to MUR 13.12 per share at 30 June 2024 versus MUR 11.03 at 30 June 2023 due to the increase in the underlying value of its portfolio as follows:



The increase in valuation based on the share price of our listed entities on the main market of the Stock Exchange of Mauritius Ltd ("SEM"):

Hotels & Resorts

SUN Limited's share price rose by 53% to MUR 46.00 from MUR 30.00 at 30 June 2023; and

Agro

Alteo Limited's share price increased by 38% to MUR 11.35 from MUR 8.24 at 30 June 2023

And, our other entities quoted on the Development and Enterprise Market of the SEM:

Healthcare

C-Care's Volume Weighted Average Price which increased by 7% to MUR 10.40 from MUR 9.76 at 30 June 2023; and

Agro

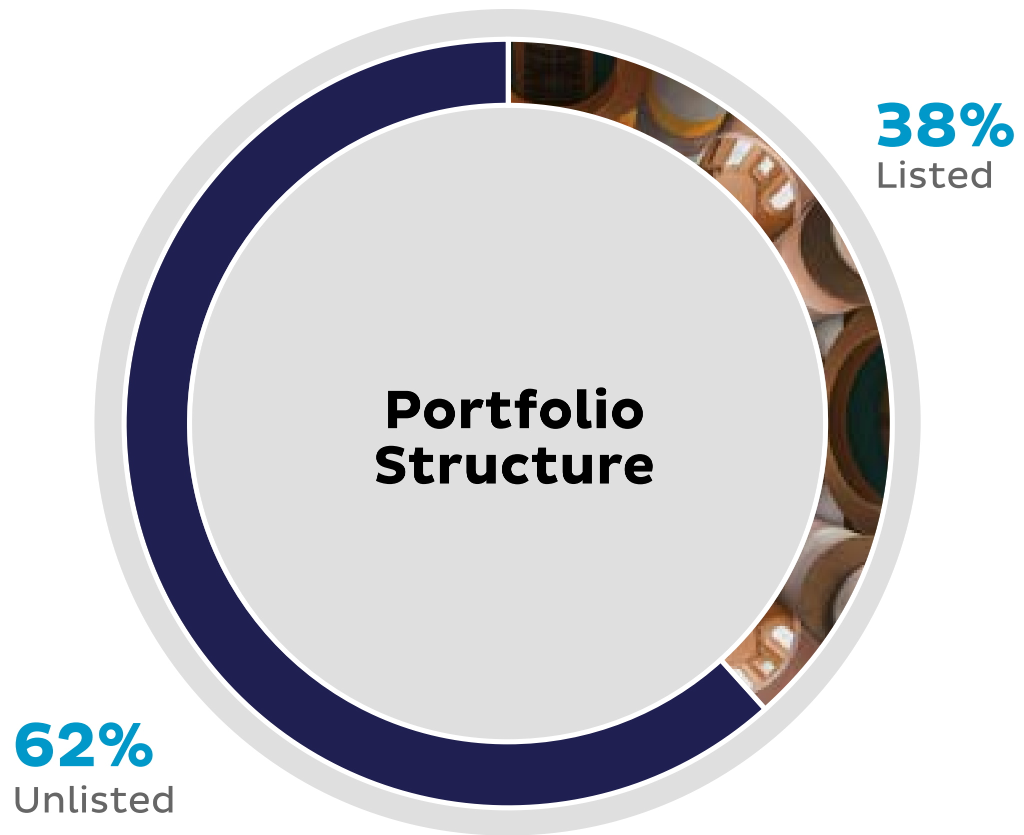
MIWA Sugar Limited's share price, which is quoted in USD remained flat at USD 0.28. On conversion, the portfolio has appreciated by 4% as it benefited from the depreciation of the rupee.

The remaining clusters are valued as follows:

Finance

The Finance cluster values its investments as follows: Discounted Cash Flow ("DCF") (BNI Madagascar), Price to Book (P/B) (Bank One) and Price to Earnings (MITCO). The valuation of these investments increased by 36%, from MUR 2.3 bn at 30 June 2023 to MUR 3.1 bn at 30 June 2024.

This increase was primarily driven by a 25% increase in the fair value of Bank One on account of a higher P/B multiple of 1.05x (30 June 2023: 0.91x) as well as an increase in Net Asset Value (NAV) from MUR 3.4 bn at 30 June 23 to MUR 4.0 bn in this year. BNI's valuation increased by 24%, driven by improved future cash flow projections in its DCF model.

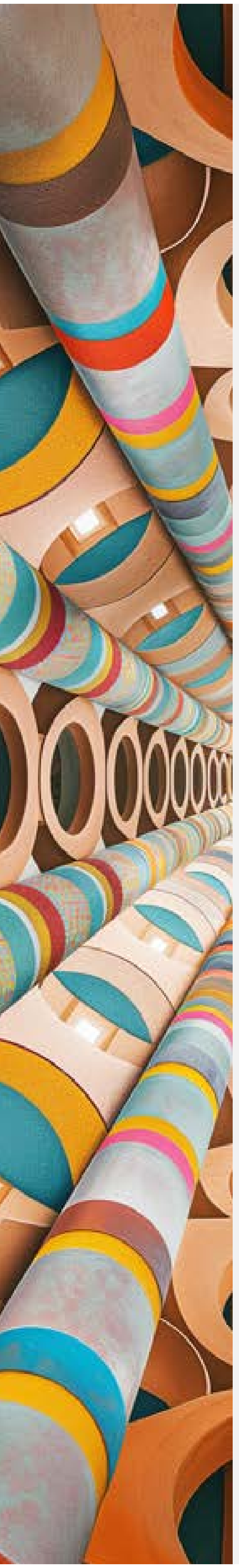


Textile

The Textile cluster, increased its valuation by 6% to MUR 7.1 bn on the basis of updated discounted cash flow projections.

Property

The Property cluster is valued on a NAV basis and increased by 6% to MUR 4.5 bn for the year ended 30 June 2024.



Group Portfolio **Performance**

CIEL **Textile**

Cluster Revenue

2024	**MUR 15,669M**
2023	MUR 17,835M

EBITDA

2024	**MUR 1,656M**
2023	MUR 2,017M

Profit after Tax

2024	**MUR 797M**
2023	MUR 1,072M

Profit Attributable

2024	**MUR 797M**
2023	MUR 1,072M

Eric **Dorchies**
Chief Executive Officer, CIEL Textile

Key Highlights and Outlook

The Woven and Knitwear clusters continue to deliver solid profitability. The Knits segment reorganisation both in the Region (Mauritius and Madagascar) and India is moving positively. India is emerging as a highly attractive sourcing destination for the fashion industry and this is likely to boost growth for our woven shirts and knits operations in this region. We remain committed to building our talent pool to support our future growth and enhance our operational efficiency. We will further develop our value proposition through advanced digitalisation and leading our industry in sustainability performance.

ESG Contributions

At CIEL Textile (CTL), our commitment to sustainability is unwavering. We recognise the accelerating pace of new laws and regulations within the Textile and Apparel industry, and we are dedicated to not only meeting but exceeding these standards. Transparency is at the heart of our approach, ensuring that our stakeholders are always informed and engaged in our journey toward a more sustainable future.

Inclusion at CIEL Textile

Inclusion is a core value at CTL. We have a unique approach to creating an inclusive environment, especially for persons with disabilities (PWD). Our goal is to have PWDs make up 5% of our workforce by 2030. We are proud to have already employed around 450 PWDs.

Collaboration is crucial to our success in this area. By working closely with NGOs, we can leverage their expertise and resources to create meaningful opportunities for PWDs. Our partnerships with organisations like the Global Rainbow Foundation and Enable India are vital. These collaborations help us provide the necessary support systems and create an inclusive workplace where everyone can thrive. Through these joint efforts, CTL aims to set a benchmark in the industry for inclusion and diversity.

Decarbonisation

Our efforts to reduce carbon emissions show our strong commitment to environmental sustainability. We have already stopped using coal and are rolling out a comprehensive renewable energy (RE) program.

Currently, 57% of CTL's energy mix comes from RE sources, including biomass and renewable electricity from our photovoltaic plants. This year, we installed 4.75 MWp of PV panels, bringing our total to 5.750 MWp. Next year, we plan to add another 19 MWp, increasing our total to 24.750 MWp and raising our RE ratio to 74%. This ambitious goal highlights our dedication to cutting our carbon footprint and leading in sustainable energy practices.

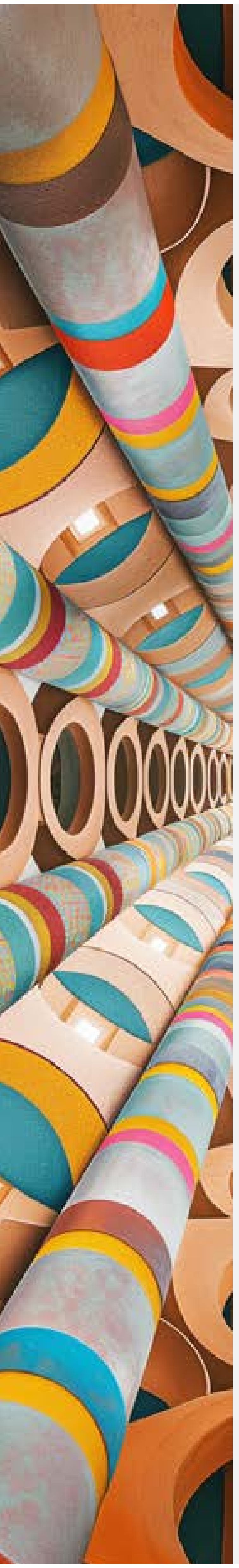
4 Countries

19 Production units

350M USD turnover

31M Garments per year

21,000 Employees



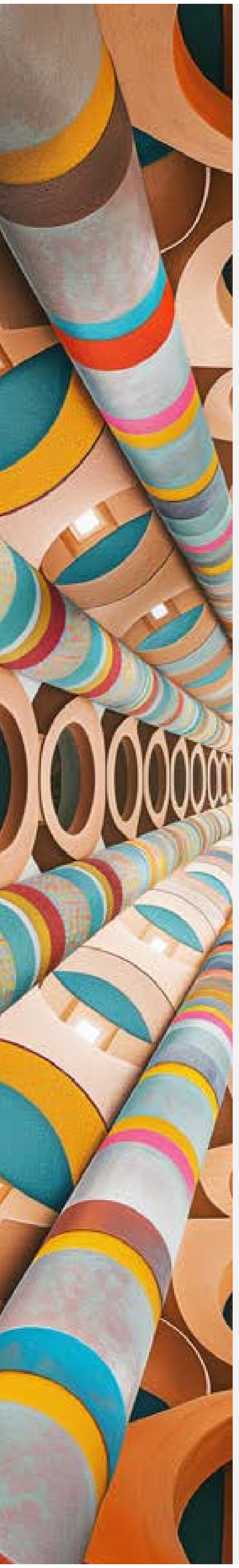
Group Portfolio **Performance** (cont'd)

CIEL **Textile** (cont'd)

Key Cluster Risks	Associated Group Principal Risks
Strategic • CTL is unable to sustain growth due to external shocks to the economies where it operates, to sources of inputs or where material revenues are coming from. This type of risk would result in difficulty to plan and predict financial results, missed performance targets and shareholder dissatisfaction	
Financial • Foreign exchange rate volatility results in inability to plan and predict financial results due to volatility of costs and revenues	Rs
Operational • Reputation damage and loss of business due to cyber related incidents	
Compliance • CTL is unable to manage ever-evolving regulatory and compliance requirements, resulting in fines, revocation of relevant licences and reputational damage	

Key Achievements and Next Steps

Progress Report for FY24	Priorities for FY25
• #1 high quality woven shirt operator in India and continue to capture growth opportunities both in exports and the domestic market • Increase demand across segments through sales and marketing, especially Knits • Continue to consolidate our regional presence (Mauritius and Madagascar) and work closely with COTONA to bring to profitability • Accelerate momentum on digital transformation • Enhancing transparency - deployment of our product traceability solution • Attract excellent talents to enhance the effectiveness of our high-level succession plan process and launch a CIEL Textile International Graduate Program • Strong commitment to SBTI targets • Launch of the CIEL Textile Foundation • Develop Circularity Roadmap	• Consolidate our operational performance and leverage growth opportunities in India • Turn around the Knits Cluster with the objective of delivering a positive bottom line from financial year 25/26 • Enhance automation and digitisation • Achieve 60% renewable energy by 2025 • Successfully deploy our traceability platform Trustrace to enhance transparency • "Attract, Retain and Grow" talents to support our growth strategy • Enhance employability of PWDs to account for our least 5% of our total workforce



Group Portfolio **Performance** (cont'd)

CIEL **Finance**

Cluster Revenue

2024	**MUR 5,654M**
2023	MUR 5,129M

EBITDA

2024	**MUR 2,075M**
2023	MUR 1,601 M

Profit after Tax

2024	**MUR 1,580M**
2023	MUR 1,085M

Profit Attributable

2024	**MUR 625M**
2023	MUR 422M

Lakshman **Bheenick**
Chief Executive Officer, CIEL Finance

Key Highlights and Outlook

The cluster recorded a 10% upside in revenue to reach MUR 5.6 bn. This performance was primarily attributed to BNI Madagascar's increase in net banking income driven by improved interest rate margins. This resulted in a 30% year-on year rise in EBITDA which closed at MUR 2.1 bn with EBITDA margin of 36.7% compared to 31.2% in FY23.

Reversal of provisions coupled with higher interest income arising from the growth in loans and advances for Bank One has further enhanced the financial performance.

MITCO posted profitability at par to the previous financial year on the back of an increase in revenue and reversals of provisions. MITCO has put in place a very well-articulated strategic plan with a view to delivering growth in profitability in the financial years to come.

Profit After Tax of the CIEL Finance Group increased by MUR 495 million to reach an all-time high of MUR 1.6 bn at end June 2024.

As part of its strategic objective to diversify its portfolio of investment, CIEL Finance finalised the process to invest in two embedded digital financial services companies in East Africa. These two companies are making a deep impact within the community they are serving by enabling better financial inclusion and empowerment.

ESG Contributions

CIEL Finance, alongside other partners, was a sponsor of the BNI Lovainjafy project which aimed at providing grants, interest free financing and technical assistance to selected SMEs in Madagascar engaged in business activities with strong sustainable development components. It should be noted that BNI also engaged in a reforestation project of more than 50,000 plants, inclusive of mangrove plantations, on a surface area of more than 660,000 m^2, thereby reaffirming BNI's commitment towards the preservation of the unique biodiversity in Madagascar.

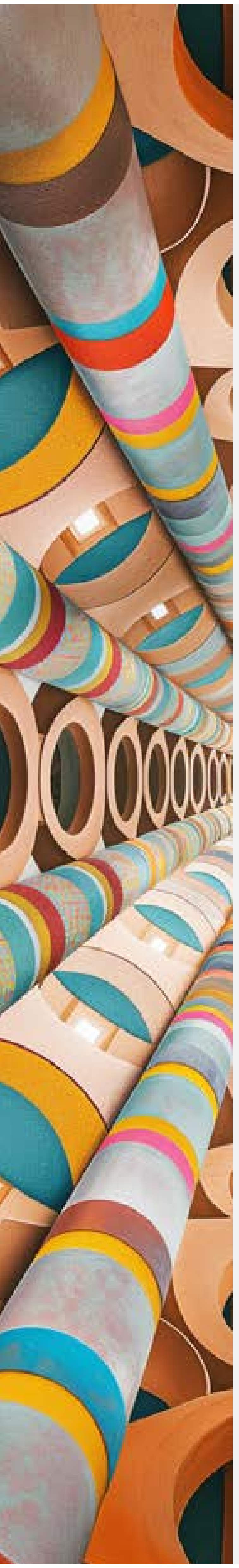
In line with the Go Beyond initiative of CIEL Group, fifteen employees from the CIEL Finance cluster were nominated to participate in the Women in Leadership programme which was done under the aegis of the University of Stellenbosch, South Africa. The objective of the programme was to provide training, coaching and mentorship to aspiring women within the group to become future business leaders.

4 Countries

2 Banks

1 Fiduciary & corporate services company

1,687 Employees



Group Portfolio **Performance** (cont'd)

CIEL **Finance** (cont'd)

Key Cluster Risks	Associated Group Principal Risks
Strategic • Competition from non-banking financial service providers	
Credit • Deterioration of credit profiles	
Cyber • Harnessing cyber risk given that financial services providers remain the prime target of cybercriminals	
Complaince • Incremental regulatory and legislative changes	
Country • Sovereign default concurrent to political risk	

Key Achievements and Next Steps

Progress Report for FY24

CIEL Finance
- CIEL Finance ensured consolidation of enterprise and shareholder value in its current portfolio whilst pursuing its strategy to invest in non-banking financial services

BNI MADAGASCAR
- Go-live of the latest version of core banking system in H1 2024
- Management of non-performing loans and advances with focus on asset quality
- Refresh of target operating model

Bank One
- Business Development Strategy
- Focus on operational excellence and risk management
- Business Process Re-engineering

MITCO
- Recognised as a leader in special licenses more specifically VC Fund Services, Payment Intermediary Services and Investment Advisory and Dealership Services
- Achieved automation of file reviews fully in line with the revised AML/CFL policy
- Strategic alliance concluded with a firm based in UK/Channel Islands

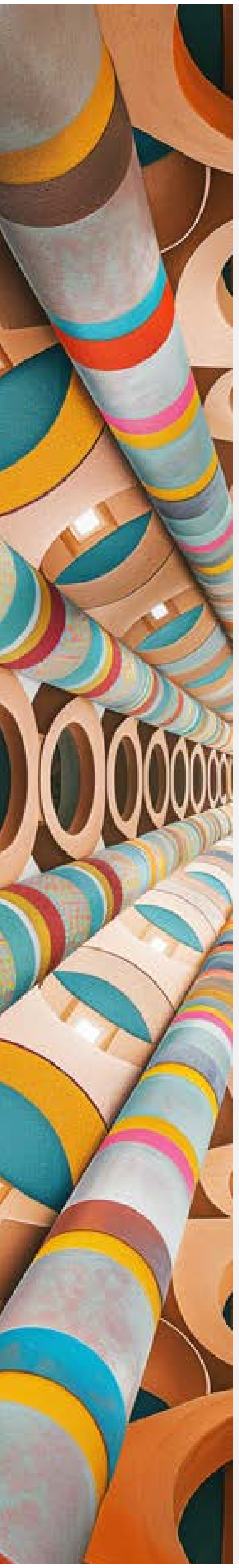
Priorities for FY25

CIEL Finance
- Enhance synergies and growth opportunities within the existing portfolio of investment, whilst pursuing investment opportunities in banking and non-banking financial services

BNI MADAGASCAR
- Accelerate the execution of the data and digital roadmaps:
  - Customer Journeys
  - Operational Excellence
  - Risk Management

Bank One
- Embed client-centric target operating model with focus on operational excellence and risk management
- Focus on customer experience
- Accelerate digital transformation

MITCO
- New Employee Value Proposition with a view to retain and attract talents
- New strategic alliance to enhance the multijurisdictional offering
- Improved customer experience through digital onboarding solutions
- Accelerate the adoption of automation and AI tools namely for transaction monitoring and accounting solutions
- A new target operating model to promote client centricity, operational excellence and risk management to be put in place



Group Portfolio **Performance** (cont'd)

CIEL **Healthcare**

Cluster Revenue

2024	**MUR 4,881M**
2023	MUR 4,121M

EBITDA

2024	**MUR 925M**
2023	MUR 803M

Profit after Tax

2024	**MUR 350M**
2023	MUR 350M

Profit Attributable

2024	**MUR 192M**
2023	MUR 193M

Hélène **Echevin**
Chief Executive Officer, C-Care (International)

Key Highlights and Outlook

2024 has been a milestone year for C-Care, marked by significant renovations and expansions, including the openings of C-Care Grand Baie, C-Care Tamarin, C-Pharma branches in Wellkin and Grand Baie, as well as the new C-Care Cancer Centre, a pioneer of its kind in Mauritius. Through our services and facilities enhancement in C-Care IHK and C-Care IMC in Uganda, we have broadened our inpatient coverage in Uganda, placing C-Care as the leader in private healthcare in the country.

Our regional ambitions have made further strides with two major developments: the acquisition of Centre Technique Biomédical (CTB), a medical laboratory in Madagascar, and the launch of the C-Care Kenya office.

On the quality front, our CHKS accreditation now includes C-Care Grand Baie, with plans to extend this to all our main units in Mauritius, further cementing our commitment to quality.

As we continue to strengthen our presence locally, C-Care remains committed to furthering our international ambitions as well as expanding our reach across the region. Together, we will drive C-Care forward with unwavering commitment, delivering excellence, innovation and top quality care in the region.

Despite increased inflationary and wage costs and growing competition, C-Care's focus remains on enhancing expertise through advanced equipment and improved facilities. Our commitment to learning and development initiatives as well as enhancing the patient experience has been the cornerstone of our resilience and stability.

ESG Contributions

C-Care continues to support the community with initiatives such as One Life One Tree, through which 2,400 trees were planted during the year.

C-Care on The Road has permitted free heath checks to 9,200 patients, both in Mauritius and Uganda

C-Care launched its employee volunteering program, the Colibri Crew in March 2024 in line with C-Care's Colibri culture, encouraging employees to "be the change they want to see in the world." which benefits not only our employees, but also the community and the environment. This program allows employees to actively participate in sustainability and CSR initiatives, with an option to financial contribute to the Colibri Fund which is dedicated to supporting impactful initiatives that drive positive change.

3 Countries

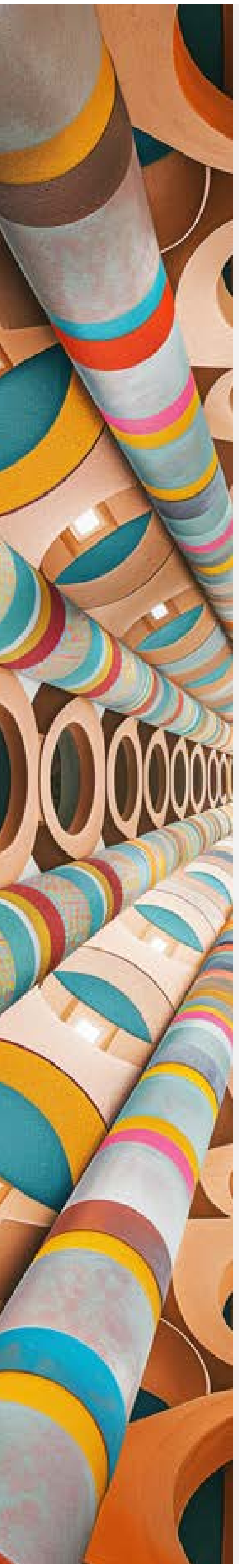
3 Hospitals with 450 beds

23 Primary and secondary care clinics

29 Main central laboratories: 4 in Mauritius, 22 in Uganda and 3 in Madagascar

50 C-Lab collection centres: 23 in Mauritius, 22 in Uganda and 5 in Madagascar

2,700 Employees



Group Portfolio **Performance** (cont'd)

CIEL **Healthcare** (cont'd)

Key Cluster Risks	Associated Group Principal Risks
Strategic • New entrants in the market • Lack of clinical staff (nurses) • Decrease in purchasing power caused by high inflation	
Financial • Risk of recession affecting revenue • Inflation & government mandated salary adjustments increasing cost base and not being able to pass this on to customers	
Operational • Recruiting and retaining talents	
Compliance • Risk of data breaches	

Key Achievements and Next Steps

Progress Report for FY24

C-Care International
- Opening of C-Care Kenya office to attract inbound patients to Mauritius

C-Care Mauritius
- CHKS Accreditation of C-Care Clinic Grand Baie obtained
- C-Care App: Android and iOS app launched
- C-Lab: Two new collections centre opened and 1 closed
- C-Care Wellkin: New day care center with added rooms, OPD refurbishment
- C-Care Darne: New Cancer centre competed and opened
- C-Care Grand Baie: CT scan installation operational
- C-Care Tamarin: Relocated with CT scan operational
- C-Pharma: Wellkin, Darné and Grand Baie launched

C-Care Uganda
- C-Care IHK: Six new rooms added
- C-Care IMC: 25 new beds in Gulu and Mukono, two new clinics opening delayed

C-Care Madagascar
- Presence established through the acquisition of Centre Technique Biomédical (CTB), a medical laboratory in Madagascar

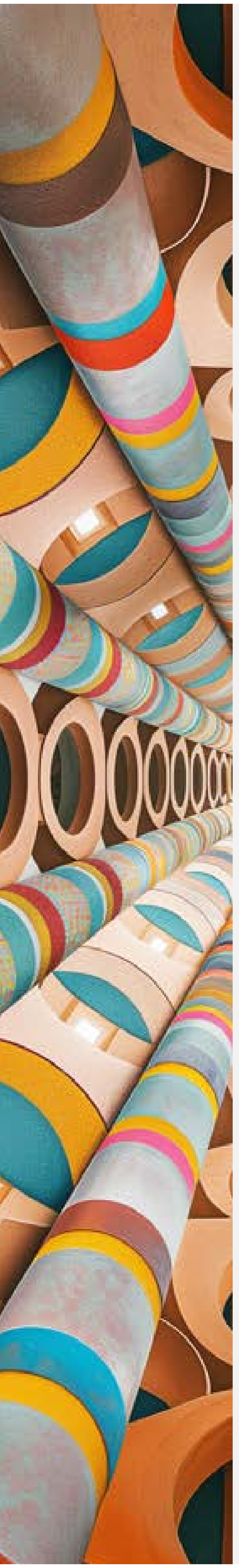
Priorities for FY25

C-Care International
- Acquisition of hospital in East Africa

C-Care Mauritius
- CHKS accreditation of all main units
- C-Care App: Pro App launch (Doctors/RMOs/Phlebotomists)
- C-Lab: Opening of new collection centres and medical centres
- Room addition and renovation: C-Care Wellkin, C-Care Darné and C-Care Grand-Baie
- C-Care Cancer Unit: Reinforcement of services and consolidation
- C-Care Tamarin: Start 24/7 emergency services
- C-Pharma: Launch of click-and-collect services
- C-Care Grand Baie: Extension of ER services and additional private beds
- Initiate the Employee engagement and Employer Branding strategy
- Opening of C-Care Training Institute
- Position C-Care Mauritius as a medical hub for the region

C-Care Uganda
- C-Care IHK: MRI addition
- C-Care IMC: Rooms addition and new radiology services

C-Care Madagascar
- Rebranding of CTB to C-Lab
- Opening of three C-Lab franchises in Antananarivo
- Opening one C-Care Medical Centre in Antananarivo with international desk



Group Portfolio **Performance** (cont'd)

CIEL **Hotel & Resorts**

Cluster Revenue

2024 **MUR 8,715M**
2023 MUR 8,105M

EBITDA

2024 **MUR 2,612M**
2023 MUR 2,448M

Profit after Tax

2024 **MUR 2,015M**
2023 MUR 1,527M

Profit Attributable

2024 **MUR 983M**
2023 MUR 744M

Francois **Eynaud**
Chief Executive Officer, SUN Limited

Key Highlights and Outlook

The 2024 financial year has been a year of many financial and non-financial achievements as we further progressed with our Customer Satisfaction and Customer Experience innovation.

I am particularly pleased with the improved digital adoption in our operations and the inclusion of AI in our customer and employee digital interactions. On the Human Resources front, most objectives have been reached in terms of attrition and retention which resulted in a much more stabilised workforce. The highlight is most undoubtedly the implementation of our Employee Value Proposition (EVP) with 26 employee experiences targeting the enhanced well-being of our teams and the attractivity of Sunlife as an employer.

Our priority will be to implement productivity measures including energy savings to mitigate the wage bill inflation and protect our margins.

Several new Customer Experiences and most importantly our innovative new Wellness Concept will be implemented by the end of 2024.

Looking forward, our bookings for the high season are promising.

ESG Contribution

For a World where Kindness Shines

This year, we reinforced our long-term strategic roadmap through a comprehensive materiality exercise, ensuring that our sustainability initiatives align with the evolving needs of our stakeholders and the planet. A key focus has been our continued investment in energy management systems, aimed at improving efficiency and supporting the development of a CIEL renewable energy action plan. In parallel, we have deepened our engagement with local suppliers, contributing to the growth of SMEs and radiating the magic of Mauritius through a more sustainable and inclusive value chain. These initiatives reflect our commitment to not only reduce our environmental impact but to create opportunities for local communities, embodying our core values and long-term vision for a thriving and sustainable future.

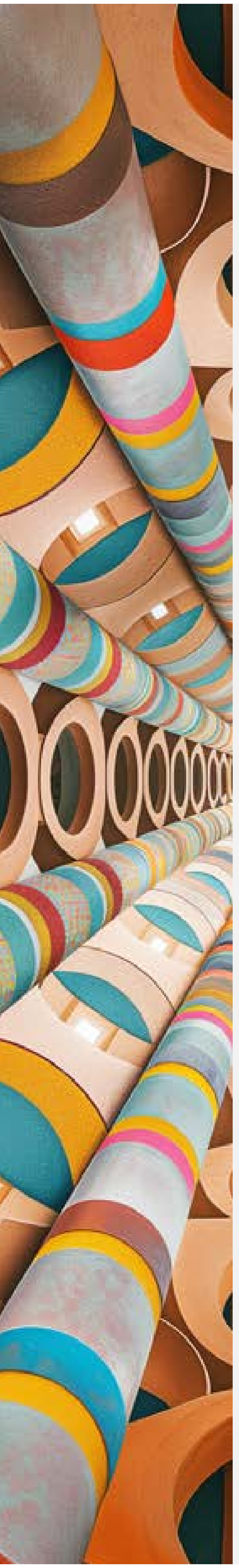
6 Owned and managed properties in Mauritius

1 Private island

1 World renowned golf course

2 Tour operators

3,500 Employees



Group Portfolio **Performance** (cont'd)

CIEL **Hotel & Resorts** (cont'd)

Key Cluster Risks	Associated Group Principal Risks
Strategic • Attractiveness of the Mauritian destination with tough competition from other regional destinations • Geopolitical tensions impacting key source markets	
Financial • Continued depreciation of the rupee creates high sustained inflation • Inflationary pressures have a significant adverse impact on the Group's business and operational results and our customers' ability to travel	Rs
Operational • Not being able to attract and retain skilled employees which could adversely impact guest experiences and the subsequent performance of the Group	
Compliance • Non-compliance or delay in compliance to regulatory obligations or guidelines	

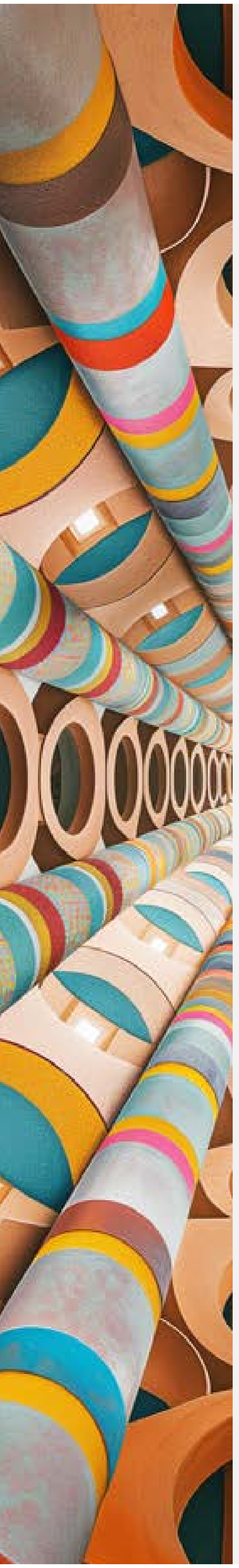
Key Achievements and Next Steps

Progress Report for FY24

- Total SUN Ltd turnover increased by 6% thanks to a stable group occupancy of 74% and an ADR increase of 12% vs LY. Costs were well contained and EBITDA reached Rs 2.6bn (30% margin) vs Rs 2.4bn in previous year
- New Wellness concept - GLOW - launched in October 2024 and 9 new "Come Alive" customer experiences validated and to be implemented by November 24
- Breakeven sales level achieved at La Pirogue Residences and construction started in June 2024
- Employee Value Proposition launched successfully during the year
- Operations workforce much more stabilised with higher employee retention rates and support from the arrival of foreign workers
- Long Beach soft renovation completed
- Shangri-La Le Touessrok renovation completed in October 2024 and Four Seasons renovation in preparation
- Gearing decreased to 36.5% vs 42.9% in previous year
- Dividend payment increased to Rs 2.50/share

Priorities FY25

- Manage the split of Sunlife and Riveo and ensure continued shareholder value
- Mitigate inflation/wage bill increases through productivity measures including decrease in energy consumption) and boost of extra sales to protect our margins
- Ensure smooth execution of our new "Come Alive" customer experiences and new Wellness offering
- Offer the best customer satisfaction and guest service
- Progress on our digitalisation road map especially with the new Customer Relationship Management tool which will enhance guest service personalisation and our employees' digital journey
- Progress on our sustainability road map especially in our marine conservation efforts and guest sustainability experiences
- Accelerate our property projects and Ile aux Cerfs Regeneration plan
- Preparation of our 2025 and 2026 Hotel Renovations
- Consolidate Sunlife as a "Total Experience" brand (CX/EX/DX)
- Human Resources: Ensure smooth integration of foreign workers while consolidating both our Employee Value Proposition and company culture built on "Kindness"



Group Portfolio **Performance** (cont'd)

CIEL **Properties**

Cluster Revenue

2024	**MUR 234M**
2023	MUR 206M

EBITDA

2024	**MUR 365M**
2023	MUR 278M

Profit after Tax

2024	**MUR 302M**
2023	MUR 200M

Profit Attributable

2024	**MUR 227M**
2023	MUR 160M

Jean-Noël **Wong Wan Khin**
Chief Executive Officer, CIEL Properties

Key Highlights and Outlook

Our 2024 financial year marked a significant step forward with a 51% growth in profitability through the realisation of two key strategic objectives: the sale of a large portion of land, thus securing funding for our development projects and enhancing the value of Evolis' assets, driving a portfolio increase of MUR 202M.

This past year has also been critical in strengthening our leadership team to ensure we have the right talent to guide our future growth. We are confident that our team is well-positioned to lead CIEL Properties' ambitious expansion plans.

Both Evolis and Ferney have made notable strides in enhancing customer experiences and creating sustainable destinations that foster vibrant communities.

During the coming year, Ferney will further establish itself as a sustainable property developer, starting works on our Ferney Farm Living project, and progressing on our farm-to-table concept with agro-tenants. Evolis, meanwhile, will continue expanding its portfolio and focus on improving customer experiences, further reducing rental churn, which is already below 5%.

Together, these efforts underscore our commitment to pioneering meaningful, sustainable destinations.

ESG Contributions

Ferney

This year, Ferney has made significant strides in sustainability and community initiatives. The Model Farm initiative, which promotes Good Agricultural Practices (GAP), has expanded thanks to a grant from the Critical Ecosystem Partnership Fund (CEPF). This funding has allowed the South East Ladies Agro cooperative to grow from 5 to 11 women cultivating a 3,500m² plot. They have completed 29 of 49 training hours, enhancing their agroecological farming skills. This initiative focuses on fresh produce and agroecology, reinforcing our commitment to community empowerment and sustainable agriculture.

Evolis

Evolis has made significant progress in energy efficiency and infrastructure upgrades. The HVAC system at Ebene Skies, which accounted for 60% of the building's electrical consumption, has been replaced with a new centralised system integrated with the Internet of Things (IoT)and a Building Management System (BMS). This upgrade enables automatic and remote monitoring, reducing energy usage and minimising costly breakdowns. The decommissioning of the old system was transparently managed through BEM Recycling, ensuring responsible waste disposal.

At Nouvelle Usine, Evolis is implementing smart metering and fresh air systems, achieving a 20% reduction in energy consumption. Additionally, Evolis supports local entrepreneurship by providing affordable rental spaces for community businesses, reflecting its commitment to environmental sustainability and social responsibility.

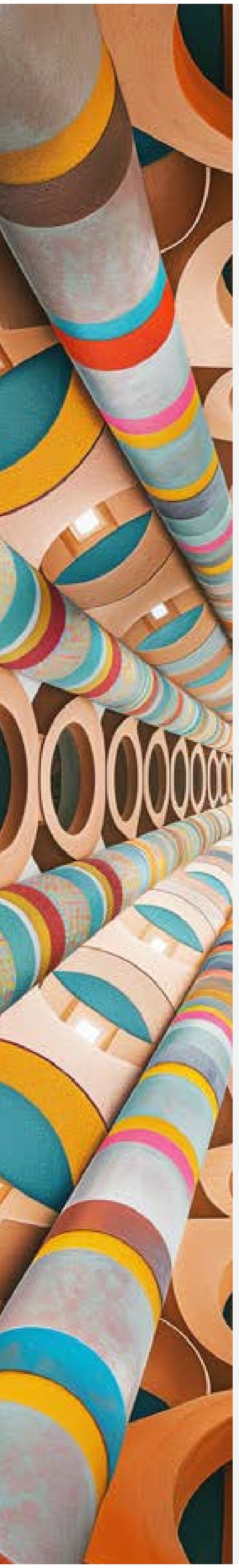
100%

Ownership of Evolis Properties – A mixed-use property investment vehicle
Assets under management of MUR 2.1bn
- 72,000 m² of building
- 18.8 hectares of land

71%

Ownership of Ferney Ltd – A Tropical Agrihood
- Ferney Tropical Agrihood project under a smart city scheme
- 3,000 hectares of land including 100 hectares of nature reserve
- 4 lodges at Ferney Nature Lodge for a sensory immersion within nature
- 1 Restaurant Falaise Rouge using the concept from Farm to Table

80 Employees



Group Portfolio **Performance** (cont'd)

CIEL **Properties** (cont'd)

Key Cluster Risks	Associated Group Principal Risks
Strategic • Ferney Development Ltd project launch and sales realisation	
Financial • Pre-development costs incurred for Ferney Development Ltd • Development costs for Evolis renovation projects	
Operational • Increasing construction and operational costs	
Compliance • Compliance to AML (Anti-Money Laundering) / CFT (Countering the Financing of Terrorism) regulations	

Key Achievements and Next Steps

Progress Report for FY24

Evolis Properties Ltd

- Launch Nouvelle Usine (NU) phase 2: The second phase of Nouvelle Usine was successfully delivered in April 2024, opening at 100% occupancy
- Accelerate Evolis digital strategy implementation: Evolis' Proptech initiative is currently in its pilot phase and is set to be fully operational by December 2024. This app will significantly improve our efficiency by tracking maintenance repairs and downtime, planning preventive maintenance, creating digital interactions with tenants, and enabling direct invoicing
- Launch of the second phase of Flexeo Business Park: The second phase which added 2,500 sqm of warehousing and light industrial facilities, was completed in March 2024
- Evolis remains committed to improving customer experience, operational excellence, and sustainability. This ongoing process has seen significant progress, highlighted by NU winning a sustainability award, reinforcing our dedication to green initiatives

Ferney Tropical Agrihood

- Phase 1A common infrastructure: Obtained statutory clearances for Phase 1A of the common infrastructure. A new water treatment facility was successfully implemented in collaboration with the Central Water Authority
- Ferney Farm Living: Ferney Farm Living obtained its EIA license and other required statutory clearances. The site plan was also revised, creating an additional 8 plots to meet increasing demand for sustainable, nature-centric living
- Tropical Agrihood promotion and networking: The first roadshow for funding the eco-tourism concept was successfully completed

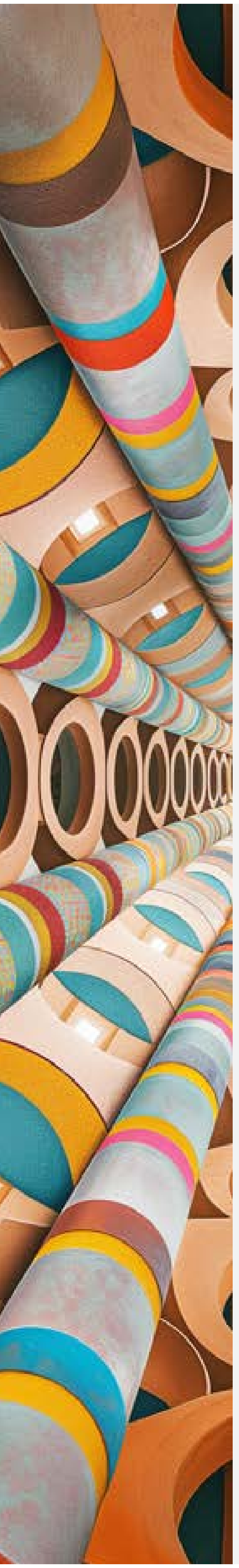
Priorities FY25

Evolis Properties Ltd

- Completion of Nouvelle Usine Phase 3: With a focus on delivering a premium, Grade A offering, NU Phase 3 has already secured 60% occupancy two months prior to completion
- Renovation and delivery at Reunion/Vacoas: The additional 3,200 sqm is on track for completion in October 2024 and is fully pre-leased, ensuring immediate cash flow upon delivery
- Digital transformation: Evolis will launch its digital app, advancing its digital transformation to enhance customer experience and operational efficiency, driving long-term value
- Portfolio growth and expansion: Evolis Properties will continue to expand its portfolio through strategic building regeneration, exploration of greenfield projects on available land, and potential acquisitions

Ferney Tropical Agrihood

- Phase 1A infrastructure construction: We aim to secure all remaining permits and begin infrastructure construction for Phase 1A
- Farm Living construction and reforestation: The construction on Ferney Farm Living and the launch of the reforestation program will be initiated, representing our flagship project
- Farm Living Phase 2 sales launch: Following the success of Phase 1 which saw 100% of plots booked, the sales of Phase 2 will start
- Luxury eco-lodge design and investment: We will begin the design phase for the luxury eco-lodge and finalise equity investment to bring this unique project to life
- Luxury residences concept finalisation: The concept and masterplan for luxury residences will be completed, setting the stage for high-end, sustainable living in Ferney
- Additional revenue streams for Ferney: Ferney will generate additional income by offering tailored services to Ferney Farm Living owners, enhancing the living experience and long-term value
- Eco-tourism expansion: The eco-tourism offerings will be diversified with the launch of three new bubble lodges at Falaise Rouge



Group Portfolio **Performance** (cont'd)

CIEL **Agro**

Share of Results of Associates

2024	**MUR 293M**
2023	MUR 306M

Share of Assets

2024	**MUR 4.0bn**
2023	MUR 3.8bn

L. J. Jérôme **De Chasteauneuf**
Group Finance Director of CIEL
Chairman of Alteo Group

Key Highlights and Outlook

Over the past year, Alteo has achieved significant growth across key business clusters. The Agro-Business saw a 19% increase in sugar production, reaching 89k tons, supported by strong sugar prices. In the Property business, the Anahita Beau Champ Smart City project has progressed well, with all serviced plots and off plan villas reserved, and infrastructure works for Phase 1 set to begin. Looking ahead, Alteo aims to enhance efficiencies in the Agro-Business through mechanisation and will continue investing in renewable energy to support their sustainability goals and capitalise on the property development pipeline.

Miwa Sugar Limited delivered a good performance in the first six months of the year, however challenges in the second half of the year led to reduced profitability. Transmara Sugar Company (TSCL) in Kenya benefitted from high local sugar prices but reduced production, on account of lower cane avalability, impacted earnings. TPC in Tanzania saw overall profitability reduced for the year on account of production being disrupted by breakdowns in its power generating units and poor cane quality due to heavy rainfall during the harvest season. In the short term, Miwa Sugar remains focused on optimising cane availability in Kenya and maximising production in Tanzania. Key projects also include the construction of a new distillery in Tanzania, positioning the Group to capture more value from sugar by-products.

ESG contributions

Composting project

Alteo is launching a composting project aimed at reducing reliance on chemical fertilisers. This initiative will utilise chicken litter, sugarcane straw, bagasse ash, and scum to transition towards organic fertilisation. By doing so, Alteo are committed to regenerating soil health and reinforcing their dedication to sustainable agriculture.

Bagasse briquetting plant

Transmara commissioned a bagasse briquetting plant in July 2024, following a USD 3.2M investment. This plant will utilise excess bagasse from sugar production to produce briquettes, which will be supplied to local businesses, including tea factories, as a source of renewable fuel. This project reinforces their commitment to sustainable business practices and contributing to the local economy.

ALTEO

1 Country

1 Sugar factory

2 Power plants (1 bagasse/coal power plant in Mauritius, 1 solar farm in Mauritius)

1,450 Employees

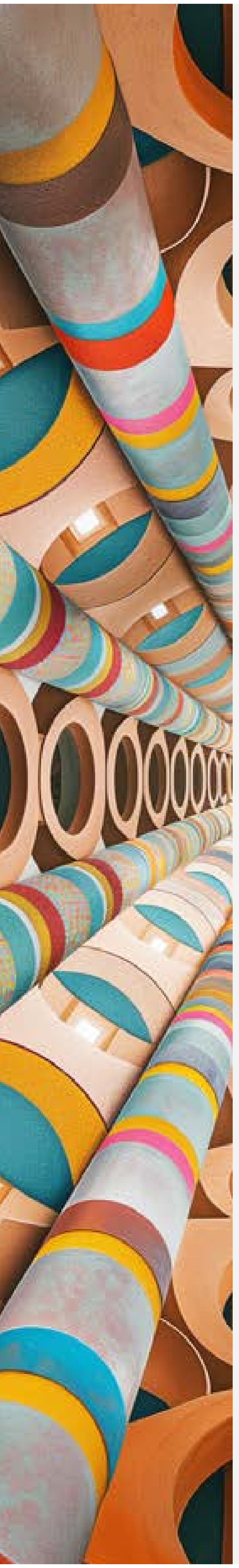
MIWA SUGAR

2 Countries

2 Sugar factories

1 Power plant in Tanzania

4,156 Employees



Group Portfolio **Performance** (cont'd)

CIEL **Agro** (cont'd)

Key Cluster Risks	Associated Group Principal Risks
Strategic • Global sugar market conditions and sugar price volatility in our respective markets affecting performance • Inability to align with the national energy strategy with regards to the zero-coal policy/dependency on coal for production of electricity • Unfavorable market conditions in Kenya and Tanzania impacting ability of Miwa Sugar to meet shareholders' expectations	
Financial • Cost pressures impacting on the sugar cluster's performance • Fluctuations in the exchange rate impacting the financial performance of the company	Rs
Operational • Underutilisation of milling capacities due to reduced supply of cane • Misalignment of cane development versus crushing volume at TSCL may result in an "over-matured' cane situation, pushing farmers to switch for other crops or to sell their canes to other millers. Alternatively, a lack of cane may result in an underutilization of factory crushing capacity	
Compliance • Compliance with safety regulations and labour/ environmental laws and regulations	
External • Adverse/extreme weather conditions such as heavy rains, floods, droughts and cyclones • Increased risk of fire from heavy machinery in the factory, arson in cane fields and bagasse piles	

Key Achievements and Next Steps

Progress Report for FY24

Agrobusiness
- Derocking of ex-manual fields and mechanisation of agricultural activities to continue
- Corrective measures implemented to enhance field productivity led to increased yields in the year under review
- Alteo Milling Ltd's total sugar production reached 89,000 tonnes this year, an increase of 14,000 tonnes compared to FY23 and benefitted from the high sugar price

Property
- Anahita Estates recorded the sales of 15 plots of serviced land and two off-plan villas
- Infrastructure works for Anahita IRS last phase, The Banyans, completed with 8 plots of land sold out of a total of 12
- Anahita Beau Champ (ABC) received its Smart City Certificate in August 2024 and launched its first residential phase, L'Echo des Champs
- The sales of the agricultural morcellements have received a lot of enthusiasm from the market with the sales of 426 plots in FY24

Miwa Sugar

TPC – Tanzania
- Maximise the value derived from sugar cane by-products by implementing a distillery and a bottling plant to produce the highest Extra Neutral Achohol ("ENA") in accordance with European specifications
- Progress: financing and construction agreements in place for erection of distillery and cogeneration plant, construction to commence October 2024, first production December 2025

Transmara Sugar Company - Kenya
- Production was lower than last year due to a lack of sugarcane, however, sugar price was higher
- Additional mill and evaporator installed - commissioned and performing as expected

Priorities FY25

Agrobusiness
- Annually convert 150 hectares of low yielding, manually harvested fields into fully mechanised ones to increase production
- Enhance field productivity through precision agriculture and the implementation of best management practices, aiming to reduce production costs
- Reduce reliance on chemical fertilisers through the composting project mentioned in the ESG section on previous page
- Improve the mechanical efficiency of the sugar mill, reduce maintenance costs and focus on continuous improvement of special sugar production facilities and special sugar quality

Property
- The sale of the remaining four plots of land and completion of works for two off-plan villas in Anahita Estates Limited
- Infrastructure works at ABC Smart City is expected to start in L'Echo des Champs along with the first phase of common infrastructure in Q2 FY25
- Launch of the second phase of L'Echo des Champs with 28 plots of serviced land in ABC
- Commercialisation of La Ravine residential phase, which includes six signature villas, eight apartments, four duplexes and three penthouses in ABC
- Launch of Spring Neighbourhood, an innovative concept designed for the local mid-market customers, offering a range of off-plan apartments, duplexes and villas in ABC
- Launch new phases of agricultural morcellements in Camp Ithier, Clemencia, Amaury and Melrose with a total of 205 plots
- Launch of residential morcellements at Soleva 1 and Mont Piton 3, which will offer 176 and 94 plots respectively

Miwa Sugar

TPC – Tanzania
- Close monitoring of cashflow operational activities to avoid negative long-term impacts stemming from excess imported sugar available in country.
- Normalisation of sugar and power production capacities following breakdowns in November 23
- Close monitoring of Distillery & Cogeneration projects to ensure timeous and successful startup

Transmara Sugar Company - Kenya
- Develop sugarcane to fill factory capacity of 1.1m tonnes of sugarcane
- In the medium term, implement a co-generation project to supply renewal energy to the national grid of Kenya

Go Beyond

Managing Risk & Enhancing **Business Resilience**

Audit & Risk **Oversight and Effectiveness**

Enhancing Business **Resilience**

In today's fast-changing and interconnected world, enhancing business resilience is more crucial than ever.

The global landscape is filled with unprecedented challenges and uncertainties, including economic fluctuations, geopolitical tensions, climate change, and technological disruptions. These risks can affect businesses of all sizes and industries, making it essential for organisations to prioritise resilience as a key strategic goal.

At CIEL, we recognise that effective risk management is the cornerstone of business resilience. By proactively identifying, assessing, and mitigating risks, we strengthen our ability to withstand disruptions, adapt to changing circumstances, and seize opportunities. Our risk management framework not only safeguards our operations and financial health but also supports strategic decision-making.

Throughout the year, we continued to strengthen and align our risk management practices across the Group, while recognising that each cluster has its unique business context, risk environment, and level of risk management maturity. Our key actions focused on strengthening business resilience by enhancing our Business Continuity Management System through the following approach:

Business Continuity (BC) Policy and Objective

BC Governance Framework

1. Identifying Critical Processes
2. Conducting Business Impact Analysis
3. Conducting Threat Risk Assessment
4. Defining BC Strategy
5. Documenting Recovery Plans
6. Conducting BC Exercise & Testing
7. Identifying Areas for Improvement

BC Crisis Management & Communication Plan

BC Training and Awareness

Audit & Risk **Oversight and Effectiveness** (cont'd)

Our Risk Management **Framework**

We take a holistic approach to risk management by first identifying the top risks and corresponding controls at the cluster level. These risks are then consolidated with other significant risks identified at the Group level to form a comprehensive group-wide risk view. The Board sets the risk appetite for CIEL in alignment with the Group's strategic objectives, which is communicated to our clusters to guide the acceptable level of risk in achieving our goals.

The Audit and Risk Committee (ARC), acting under the authority delegated by the Board, is responsible for overseeing the effectiveness of the Risk Management Framework. This includes identifying and rating the key risks faced by CIEL and ensuring that appropriate controls are in place. To support the ARC in this role, processes are established that align with CIEL's operating model, where each cluster is independently responsible for identifying, assessing, and managing its own risks.

At the Group level, key functions, including the Group Head of Risk and Compliance, are tasked with continuously tracking identified risks and monitoring changes in the business environment. Internal auditors also provide assurance on the effectiveness of risk management and internal controls, along with agreed actions to address any identified weaknesses.

CIEL's risk governance is structured around the three lines of defence model, underpinned by its risk management process:

Risk Governance

Top down ↑ / Bottom up ↓

Board Level

Board

Sets risk appetite and tolerance limits
Adopts Risk Management (RM) policies

Audit & Risk Committee

Oversees RM framework
Ensures effectiveness of internal control system

3rd Line of Defence

Internal Audit Function

Provides independent assurance on effectiveness of RM framework and internal controls

2nd Line of Defence

Risk Oversight Committee

- Oversees RM strategies
- Monitors key risk indicators
- Oversees risk mitigation plans
- Disseminates risk culture

Risk and Compliance functions

- Oversee RM process
- Monitor risk evolution
- Advise on risk mitigation plans
- Disseminate risk awareness

1st Line of Defence

Business Risk Owners

- Manage risks in day-to-day operations
- Implement risk mitigation plans
- Report risk incidents and new risks

Risk Management Process

Audit & Risk **Oversight and Effectiveness** (cont'd)

Risk Management Process **Explained**

1. Identify

We identify key risks faced by the Group on the following basis:

Systemic Risks

which are the top risks that repeat across at least three clusters and merit elevation to Group level

Material Risks

which although non-systemic, merit elevation to Group level based on the materiality of the related cluster or activity within the Group

Other Risks

which although not identified at cluster level, are important at Group level. Examples are transversal risks, risks affecting the CIEL brand, emerging risks

Internal and external factors which may influence the achievement of strategic objectives are also taken into consideration in the identification process to establish context.

The risk identification phase is an iterative and dynamic process whereby new risks and changes to the risk landscape are identified through on-going monitoring of the cluster operations and annual reviews of the Group's Risk Register.

2. Assess

We assess the impact on the business of each identified risk should it occur, and the likelihood of that occurrence before any compensating controls operate.

Ratings for impact and likelihood are thus assigned using pre-determined rating scales, which in combination provides a rating for the inherent risk.

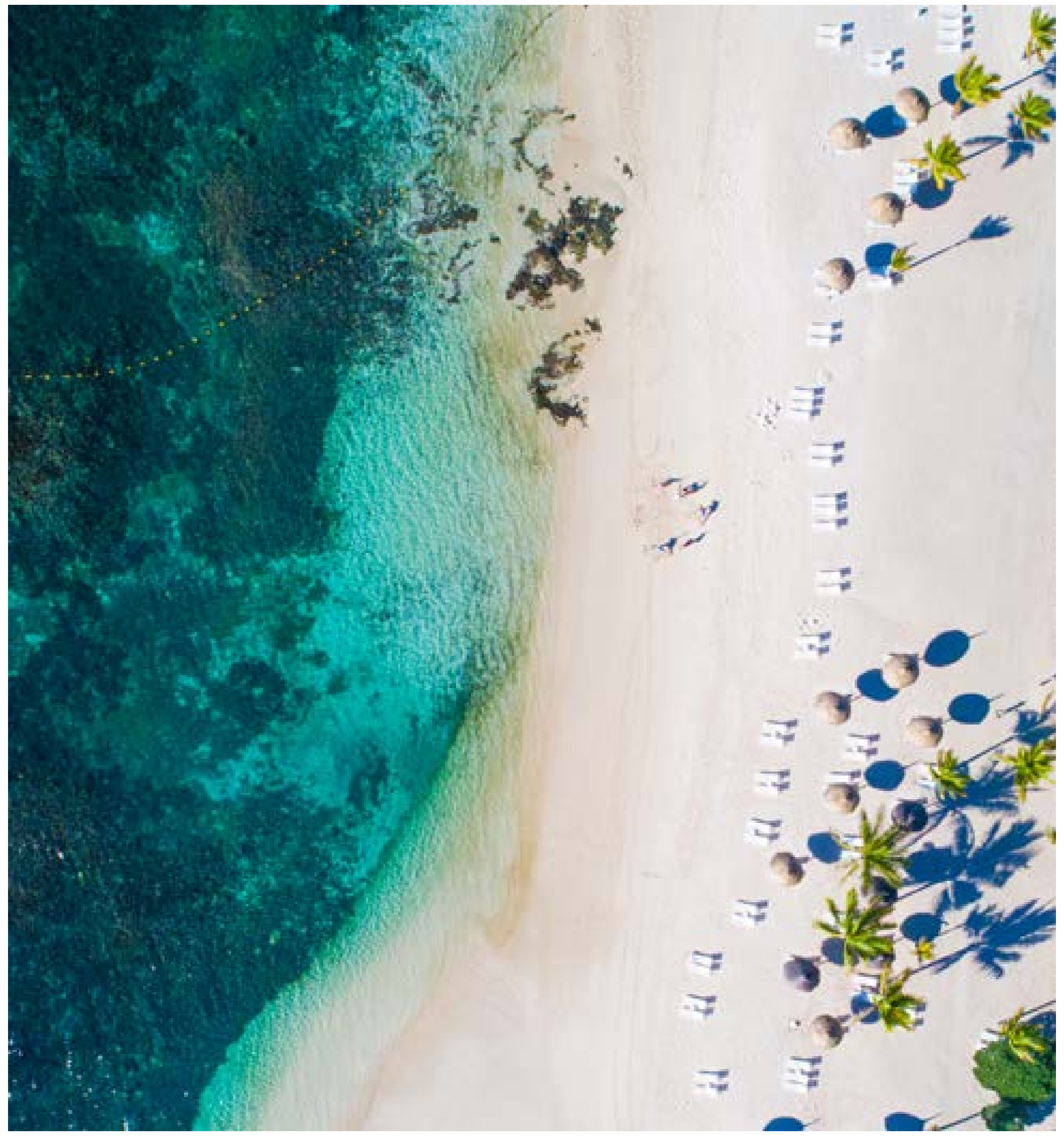
We also assess the effectiveness of any compensating controls for each risk and assign a rating to the control(s) using a pre-determined rating scale, which in combination with the inherent risk rating provides a rating for the corresponding residual risk.

The assessment of risk impact, likelihood and control effectiveness is also dynamic, considering changes in the risk and control environment and the results of assessments by internal and external auditors.

3. Mitigate

We adopt risk mitigation strategies aligned with our risk appetite and tolerance:

Accept	Avoid	Transfer	Reduce
Accept the risk when it is within risk appetite	Eliminate the risk by avoiding the activity that creates it	Shift the risk to a third party (e.g outsourcing, insurance)	Reduce the likelihood or impact of the risk with enhanced controls



4. Monitor and Report

We continuously monitor and review our risks, using a risk-based approach to ensure that our risk registers and remediation plans stay relevant in a rapidly changing business environment. Material incidents and any changes to the risk register are reported on a quarterly basis to the CIEL ARC.

Audit & Risk **Oversight and Effectiveness** (cont'd)

Our Risk Appetite **Statements**

Our Risk Appetite Statements set the level of risks that we are willing to accept in the pursuit of our strategic objectives.

The Group's revised Investment Guidelines and Risk Appetite Statements (RAS) were adopted by the Board in June 2023. During the reporting year, the Group's RAS were disseminated to our clusters, which adjusted their risk appetite statements and risk tolerance limits accordingly.

Our RAS are structured around the following main assertions, which are aligned with our strategic pillars and key risks. A comprehensive version of our RAS can be consulted on our website.

Strategic Assertions

We invest responsibly and sustainably to create lasting value, achieve outstanding returns, and deliver shared outcomes for our stakeholders.

Our focus is on industries where we have proven expertise, with a primary target on Sub-Saharan African and Indian subcontinent markets for international expansion.

Financial Assertions

We invest for reward while minimising the risk of financial loss by effectively managing risks and keeping them at a tolerable level.

We consider value and benefits when allocating resources, ensuring we capitalise on potential opportunities.

Operational Assertions

We embrace a culture of operational excellence driven by innovation, with the goal of sustainably enhancing customer experience, employee engagement, and organisational efficiency.

Our aim is to consistently achieve superior performance in revenue growth, profitability and EBITDA levels.

Compliance Assertions

We have zero tolerance for non-compliance with applicable laws, regulations and ethical standards.

We are committed to maintaining a strong culture of compliance across all our operations through robust compliance programmes, employee awareness to promote ethical behaviour.

Audit & Risk **Oversight and Effectiveness** (cont'd)

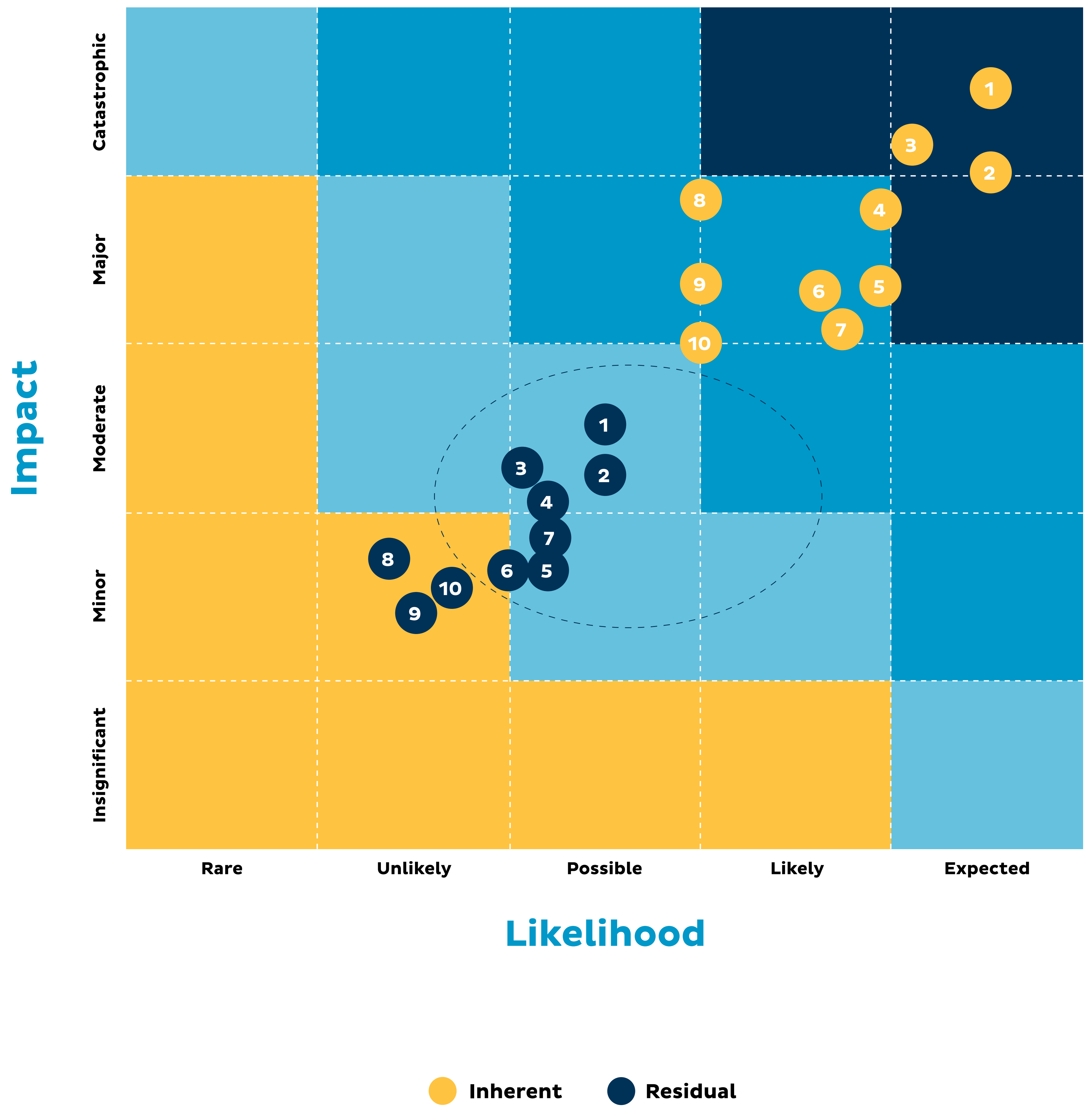
Our Risk **Profile**

As part of our risk management process, the Group's risk register was updated during the reporting year to reflect local and global macroeconomic trends, new risks identified at both Group and cluster levels, and changes in control environments.

In the current and emerging risk landscape, our operations are increasingly challenged across multiple fronts. Geopolitical instability, economic volatility and evolving regulatory requirements are amplifying operational and compliance risks. The rapid advancement of technology, particularly in AI, is introducing new cybersecurity vulnerabilities. Talent shortages, shifting workforce priorities, rising competition, and supply chain disruptions further compound our business continuity concerns, alongside the growing threat of extreme weather events.

As these risks converge, our priority will be to enhance risk management strategies, ensuring resilience and adaptability in an increasingly unpredictable environment.

The heat map below presents the 10 top risks of CIEL, with the inherent and residual risks being shown separately to demonstrate the impact of existing mitigation strategies in reducing these risks to tolerable levels:



Risk Variations 2023/2024

1	External Shocks	▲
2	Cyber Threat	▲
3	Talent Recruitment & Retention	▲
4	Compliance	▲
5	Competition Threat	▲
6	Business Continuity	▲
7	Culture & Ethics	—
8	Financial, Liquidity & Funding	▲
9	Misinformation & Disinformation	▲
10	Climate & Sustainability	—

Risk Level	Risk Response
Extreme	Proactively Managed
High	Active Attention
Medium	Continuous Monitoring
Low	Periodic Assessment

Audit & Risk **Oversight and Effectiveness** (cont'd)

Financial Capital · Human Capital · Intellectual Capital · Manufactured Capital · Social & Relationship Capital · Natural Capital

Risk has Increased · Risk has Decreased · Risk is Constant

Our Top 10 Risks **Explained**

Principal Risk	Description	Contributing Factors	Capitals Impacted	Our Risk Mitigation Strategies
1 **External Shocks** **Risk Category:** Strategic **Risk Type** Systemic	The risk that CIEL is unable to sustain growth due to external shocks to the economies where it operates or where material revenues are coming from, resulting in missed performance targets and shareholder dissatisfaction **Deterioration at Inherent Level:** Rising geopolitical tensions are affecting the global economic outlook by influencing growth, inflation, financial markets, and supply chains	- Russia/Ukraine war prone to intentional or accidental escalation - Israel/Iran conflict threatening to escalate into a broader regional war - US/China political and trade tensions - Major elections happening worldwide - Emergence of new viruses or diseases - Geopolitical fragmentation impacting global trade routes, supply chains and commodity prices - Persistent global services inflation due to rising costs of rent, education, healthcare, energy, and banking and financial services (including insurance) - Cost of living crisis - Foreign exchange volatility - Constant depreciation of rupee coupled with acute forex shortage on local market - Interest rate volatility - Instability and social unrest in the countries where CIEL Group operates - Sudden changes in government policy decisions, particularly in an election year		- Enhance supply chain management through close collaboration with suppliers and diversifying supplier base - Diversifying the locations of operations to move closer to key suppliers or end market - Improve inventory management by increasing safety stock and adjusting demand forecasting to longer lead times - Anticipate orders and enhance customer communication to keep them informed of potential delays and adjust delivery estimates - Close monitoring of forex fluctuations with hedging strategies - Close monitoring of geopolitical situation - Regular scenario/what if analysis in management and board discussions - Risk Appetite Statements were aligned with systemic risks inherent to countries and industries where CIEL operates and top risks identified for the Group

Audit & Risk **Oversight and Effectiveness** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

Risk has Increased | Risk has Decreased | Risk is Constant

Our Top 10 Risks **Explained** (cont'd)

Principal Risk	Description	Contributing Factors	Capitals Impacted	Our Risk Mitigation Strategies
2 **Cyber Threat** **Risk Category:** Operational **Risk Type** Systemic	The risk that CIEL is exposed to cyber-attacks, resulting in disruptions to activities, financial losses and client dissatisfaction **Deterioration at Inherent Level:** Rising cyber threats driven by geopolitical tensions and rapid expansion of AI-powered technologies **Minor Improvement in Control Effectiveness:** Multi-year action plans have been deployed across operations with some clusters showing an enhanced cybersecurity posture	- Increased use of cyber-attacks as a threat to national security in today's geopolitical landscape (e.g espionage, disruption of critical infrastructure) - Increased threat of misinformation / disinformation worldwide in an election year - Rapid expansion of new technologies, especially generative AI, facilitating sophisticated attacks, automation of cybercrime and increased volume of attacks	Financial Capital, Human Capital, Intellectual Capital, Social & Relationship Capital	- Ongoing efforts to strengthen cyber resilience, focusing on key areas such as cybersecurity governance, threat and vulnerability management, incident management, business continuity and awareness training - Benchmarking cybersecurity capabilities globally with recognised frameworks and guidelines (e.g NIST, ISO/IEC 27001) - Cybersecurity forums at Group level for sharing of best practices and lessons learnt, and insights on emerging trends **Opportunities:** - Use of generative AI and emerging technologies to enhance cybersecurity

Audit & Risk **Oversight and Effectiveness** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

Risk has Increased | Risk has Decreased | Risk is Constant

Our Top 10 Risks **Explained** (cont'd)

Principal Risk	Description	Contributing Factors	Capitals Impacted	Our Risk Mitigation Strategies
3 Talent Recruitment and Retention (Risk has Increased) **Risk Category:** Operational **Risk Type** Systemic	The risk that CIEL is unable to recruit, develop and retain talent to instill appropriate behaviours and service levels, resulting in client dissatisfaction, disruption in operations and significant costs and efforts associated with replacing departed staff and training new staff **Deterioration at Inherent Level:** Shortage of skilled and qualified workforce, has intensified in certain sectors due to increased competition, rising demand for new skills and shift in workforce priorities	- Ageing population - "Brain drain" in Mauritius - New skills required with digital transformation, and emerging technologies - Lack of qualified resources in Mauritius, particularly in healthcare - Increased competition - Limited staff mobility within the Group and challenges to international mobility - Shift in employees' mindset post COVID, particularly amongst Gen Z, with increased consideration to health, safety and wellbeing. Lower attractiveness of sectors like healthcare, hospitality & textile for potential employees - Misaligned culture and lack of employee engagement - Lack of flexibility / hybrid working models	Financial Capital, Manufactured Capital, Human Capital, Intellectual Capital, Social & Relationship Capital	- Succession plan developed for top positions in clusters and business units - Employee retention/ employee value proposition strategies across all operations (e.g. employee engagement surveys, recognition and reward schemes, professional development schemes, employee wellness and welfare programmes, DEI initiatives, flexible hours and Work From Home - Investment in bespoke leadership development programmes for top talents - Expatriate recruitment where expertise/ resources not available locally **Opportunities:** - Enhance intra-Group mobility - Upskilling and re-skilling strategies

Audit & Risk **Oversight and Effectiveness** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

Risk has Increased | Risk has Decreased | Risk is Constant

Our Top 10 Risks **Explained** (cont'd)

Principal Risk	Description	Contributing Factors	Capitals Impacted	Our Risk Mitigation Strategies
4 **Compliance** **Risk Category:** Compliance **Risk Type** Material	The risk that CIEL is unable to manage the ever-evolving regulatory and compliance requirements, resulting in fines, revocation of relevant licences and reputational damage **Deterioration at Inherent Level:** Increased compliance risk arising from the complexity and continuous evolution of regulations, especially in the areas of financial crime, data privacy and ESG	- Continuously evolving financial crime legislation imposing additional compliance burdens on businesses with harsher penalties - Data privacy compliance challenges with the rise of data-driven business models - Coming wave of ESG related regulations - Increased scrutiny and enforcement - Global and multi-sector operations, combined with supply chain complexity and third-party relationships, pose significant compliance challenges - Resource constraints and shortage of compliance experts		- Strong compliance culture embedded across the Group along with a "zero tolerance" policy to non-compliance - Compliance experts at Group, cluster and BU levels where applicable. - Regular reviews (second line of defence) and audits (third line of defence) - Regulatory watch to keep track of regulatory changes

Audit & Risk **Oversight and Effectiveness** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

Risk has Increased | Risk has Decreased | Risk is Constant

Our Top 10 Risks **Explained** (cont'd)

Principal Risk	Description	Contributing Factors	Capitals Impacted	Our Risk Mitigation Strategies
5 **Competition Threat** **Risk Category:** Strategic **Risk Type** Material	The risk that CIEL does not anticipate and respond to competitive threats or new entrants, affecting its ability to maintain and grow its market share **Deterioration at Inherent Level:** Increased competition across various sectors and industries where the Group operates, driven by access to technological advancements, skilled labour and economic opportunities	- Rapid advancement in technology, including AI and automation, can outpace a company's ability to remain competitive - Large companies with economies of scale and access to proprietary data have competitive advantage - Global race for technological dominance, particularly between major powers like US and China, is causing significant disparities in access to technology and economic opportunities across different regions - Fierce competition for skilled labour as technological advancement accelerates - Increased competition in sectors where the Group operates (e.g healthcare) - Constantly changing customer preferences and expectations		- Strategic discussions at management and board levels to analyse customer / market trends and competition - Monitoring of customer sentiment - Innovation fund to invest in tech and digital sectors - Expand footprint in the region, East Africa and South Asia - Expand in sectors and regions with strong potential for growth - Developing Unique Value Propositions (e.g. Farm Living Project at Ferney) - Enhance brand value (e.g successful brand launch of Sunlife) **Opportunities:** - Data analytics to enhance market strategies, drive innovation and product development

Audit & Risk **Oversight and Effectiveness** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

Our Top 10 Risks **Explained** (cont'd)

Risk has Increased | Risk has Decreased | Risk is Constant

Principal Risk	Description	Contributing Factors	Capitals Impacted	Our Risk Mitigation Strategies
6 **Business Continuity** **Risk Category:** Strategic **Risk Type** Systemic	The risk that CIEL is not able to carry out or resume its operations timeously in the event of interruptions/ disasters, resulting in significant losses, reputational damage and in extreme cases, loss of life **Deterioration at Inherent Level:** Business continuity risks are escalating driven mainly by geopolitical tensions, economic volatility, technological disruptions, health crises and extreme weather events	- Ongoing geopolitical conflicts, trade wars, and regional instability are disrupting global supply chains, leading to shortages and delays - Increasingly sophisticated cyber-attacks, including ransomware and data breaches can paralyse operations and compromise sensitive information - Increasing dependency on technology as it is infused in day-to-day operations - Global skills gap, exacerbated by increasing demand for new skills and shift in workforce priorities - Climate change is leading to more frequent and severe natural disasters, which can disrupt business operations, damage infrastructure, and cause financial losses - Ongoing concerns about health crises, like the COVID-19 pandemic, can impact workforce availability, consumer behaviour, and global trade		- Business Continuity Management System, supported by business continuity policy and governance - Business Impact Assessment for critical processes - Threat Risk Assessment to identify emerging causes of disruption - Remedial action plans to mitigate risks - Recovery strategies and formalised recovery plans to resume operations within recovery objectives - Awareness sessions to ensure readiness of business continuity plans - Testing and exercise plans

Audit & Risk **Oversight and Effectiveness** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

Our Top 10 Risks **Explained** (cont'd)

Risk has Increased | Risk has Decreased | Risk is Constant

Principal Risk	Description	Contributing Factors	Capitals Impacted	Our Risk Mitigation Strategies
7 **Culture and Ethics** **Risk Category:** Operational **Risk Type** Other	The risk that CIEL does not foster a strong ethical culture or effectively manage its internal values and behaviours, which may lead to misconduct, non-compliance with legal and regulatory obligations, and reputational damage. **No Change:** The Group continue to face culture and ethics risks, especially due to its operations being spread across multiple countries with varying regulatory maturity, business etiquette and cultures.	- Misaligned organisational culture: growing challenges due to generational gaps - Different cultural norms and ethical standards - Fraud and corruption are inherently elevated in certain sectors and regions where CIEL operates, especially under challenging economic conditions - Increasing cost of living - Rapid expansion of new technologies, especially generative AI, enabling increasingly sophisticated social engineering schemes and facilitating fraud	Financial Capital, Human Capital, Intellectual Capital, Social & Relationship Capital	- Strong leadership and ethical tone - Zero tolerance policy to non-compliance - Clear Code of Conduct adopted across the Group - Whistleblowing mechanism - Employee feedback mechanism - Robust internal control systems - Regular monitoring and audits - Disciplinary measures in case of unethical behaviours

Audit & Risk **Oversight and Effectiveness** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

Risk has Increased | Risk has Decreased | Risk is Constant

Our Top 10 Risks **Explained** (cont'd)

Principal Risk	Description	Contributing Factors	Capitals Impacted	Our Risk Mitigation Strategies
8 **Finance, Liquidity and Funding** **Risk Category:** Operational **Risk Type** Material	The risk that CIEL does not effectively manage its financial exposures, liquidity requirements, and access to funding, which may compromise its ability to support portfolio investments, meet financial obligations or pursue new investment opportunities. **Deterioration at Inherent Level:** Fluctuations in global markets, inflation, foreign exchange and interest rates is creating financial instability and affecting business planning. However, the Group has maintained a good revenue growth during the reporting year.	- Geopolitical instability is disrupting global trade, increasing uncertainty in financial markets, and undermining economic growth - Volatility in global markets, inflation, foreign exchange and interest rates creating financial instability and affecting business planning - Higher interest rates increasing cost of debt and reducing borrowing capacity, straining liquidity - Supply chain disruptions, cyber-attacks, and other operational issues leading to unexpected expenses, draining liquidity - Decline in investor confidence can lead to reduced investment, affecting both liquidity and funding availability		- Build on the solid foundation of the diversified portfolio - Sustain profitability of existing assets - Robust cash flow management - Robust cost control and business optimisation measures - Leveraging on financial support schemes from government and bank support - Nurturing investor relationships - Group Risk Appetite Statements and investment guidelines embedded across all operations - Expand in sectors and regions with strong potential for growth - Maintain suitable asset mix for long-term value creation

Audit & Risk **Oversight and Effectiveness** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

Risk has Increased | Risk has Decreased | Risk is Constant

Our Top 10 Risks **Explained** (cont'd)

Principal Risk	Description	Contributing Factors	Capitals Impacted	Our Risk Mitigation Strategies
9 Misinformation and Disinformation **Risk Category:** Operational **Risk Type** Other	The risk that CIEL does not effectively manage or counter the spread of false or misleading information, leading to poor decision-making, loss of stakeholder trust and reputational damage. **Deterioration at Inherent Level:** The rapid expansion of emerging AI technologies is amplifying the risk of misinformation and disinformation	- Complex regulatory and operational environments - Cultural and language differences - Instant information dissemination through social media and digital platforms - Rapid expansion of generative AI technology is fuelling the spread of misinformation / disinformation (deep fake video/audio) - Increased threat, particularly during an election year		- Crisis communication strategy - Incident reporting / raising concerns - Media strategy and protocols - On-going sharing of Group strategy and overall vision with employees - Group level department monitoring internal and external communication

Audit & Risk **Oversight and Effectiveness** (cont'd)

Financial Capital | Human Capital | Intellectual Capital | Manufactured Capital | Social & Relationship Capital | Natural Capital

Risk has Increased | Risk has Decreased | Risk is Constant

Our Top 10 Risks **Explained** (cont'd)

Principal Risk	Description	Contributing Factors	Capitals Impacted	Our Risk Mitigation Strategies
10 **Climate Change and Sustainability** **Risk Category:** Strategic **Risk Type** Other	The risk that CIEL does not effectively manage its exposure to climate change and sustainability-related risks, which may lead to negative impacts on its business operations, financial performance and reputation. **No Change:** Risk remains inherently high with increased frequency and intensity of extreme weather events around the world.	- Increased frequency and intensity of extreme weather events around the world - Climate mitigation and transition plans are off-track largely due to insufficient collective actions and geopolitical tensions - Mauritius is exposed to rising temperatures and sea levels, accelerated coral erosion, volatile and extreme weather patterns (droughts, floods, intensifying cyclones), with impacts already being felt in our operations (Hotels, Property) - Climate change impacts are already felt around the globe (resource scarcity, food security, biodiversity loss).	Financial Capital, Manufactured Capital, Human Capital, Social & Relationship Capital, Natural Capital	- Group Sustainability Strategy 2020-2030 diffused across all operations - Dedicated sustainability experts at head office level - A group-wide carbon accounting exercise was conducted, including scope 1, 2 and 3 - Group-wide deployment of a digital sustainability management tool enhancing our data governance and transparency - Annual Group Sustainability Forum providing a platform to exchange on challenges and best practices across all clusters - Integration of sustainability into our business offering (e.g Farm Living Project at Ferney, regeneration of ex-industrial assets into innovative office spaces, increased use of certified sustainable raw materials at CIEL Textile) - Initiated assessment of solar energy potential at Group level **Refer to the Sustainability Report for further details.**

Audit & Risk **Oversight and Effectiveness** (cont'd)

Internal **Audit**

The internal audit function for the financial year under review was outsourced to EY, which has a dedicated team of qualified auditors, servicing the Group at CIEL and cluster levels. EY's internal audit mandate ended on 30 June 2024, after having served a period of six years as internal auditor for CIEL Limited and its clusters.

In line with the recommendation of the CIEL ARC, a restricted tender for internal audit services for CIEL and its clusters was conducted with three audit firms. Following the evaluation of the proposals, it was decided that EY will continue as the internal auditor for CIEL Limited, CIEL Corporate Services Ltd and its related subsidiaries, as well as the Textile, Hotel & Resorts, and Finance clusters. KPMG, on the other hand, has been appointed as the new internal auditor for the Healthcare and Property clusters as from financial year 2025.

As a third level of defence, the internal audit function provides independent and objective assurance on the effectiveness of governance, risk management and control processes across the Group. To ensure that the function remains independent and sufficiently objective, internal audit teams report functionally to the ARC of CIEL and of the clusters, and administratively to the respective executive teams.

The internal audit teams have unrestricted access to company records and information, employees, and management teams as required, to enable them to deliver effectively.

The internal audit function adds value to CIEL and its clusters by helping management answer the following key questions related to the areas reviewed by the internal auditors:

What risks are we exposed to?

What are the root causes of the control gaps observed?

What do we need to do to better contain these risks?

How can we make better use of what we have?

How can we do things better?

How can we build resilience?

How do we compare to others?

What are the leading practices we could adopt?

How effective are our controls in containing the key risks?

The primary source of internal assurance is through delivery of the internal audit plan, which is arrived at by conducting a risk assessment exercise at company level to identify and rank the main risks faced by the company, and determine what areas need to be audited and in what order of priority. High-ranked risks that have corresponding auditable controls are typically prioritised for review.

Audit plans were reviewed throughout the year to ensure that they remain relevant to new and emerging circumstances, both internal and external. Remedial actions to address findings were identified with the relevant management teams, who assigned responsibilities and deadlines to each action to enforce accountability for remediating these gaps. The findings and remedial actions, including business improvements from internal audit reviews were communicated to the respective management and ARCs, and tracked through to completion.

As a recurrent item on the agenda of the ARC meetings of CIEL and of the clusters, the members are updated on the audit findings arising from the last internal audit reports which remain to be addressed and closed. The internal auditor also conducts follow-up reviews on previous audits to ensure that the necessary remedial action points have been duly and effectively implemented. In addition to areas covered by the annual internal audit plan, the ARCs may request internal auditors to perform special audits on other areas requiring attention.

Refer to the Corporate Governance Report for the responsibilities of the CIEL ARC.

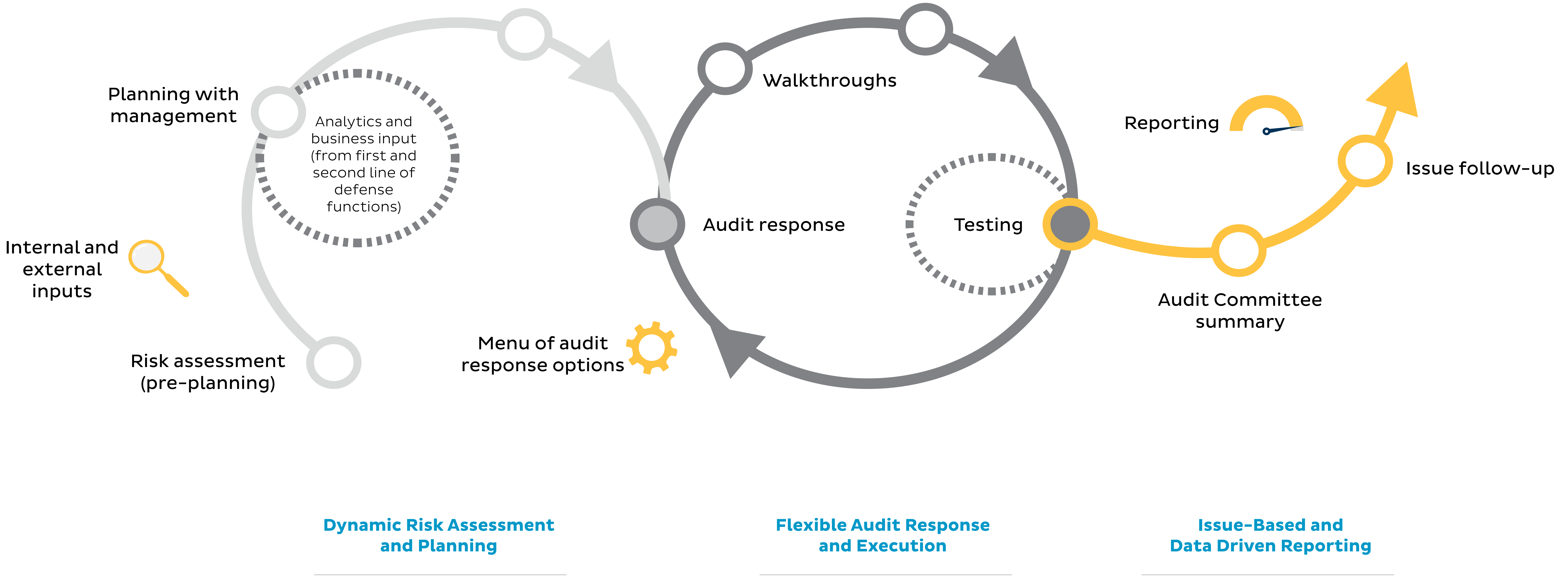
Audit & Risk **Oversight and Effectiveness** (cont'd)

EY has a specialist team of internal auditors in Mauritius who are part of a larger multi-disciplinary consulting team, which it leverages to ensure that the internal audits conducted at CIEL are resourced with the appropriate mix of experience, knowledge and skills.

Members of this team are university graduates who hold recognised international qualifications in their respective fields (e.g., ACCA, Institute of Chartered Accountants of England & Wales, Certified Internal Auditors (CIA), Certified Information Systems Auditor (CISA), Certified in Risk and Information Systems Control (CRISC). This team can advise CIEL on improvements needed, and share leading practices based on first-hand experience of working across many geographies for EY clients. Members of this specialist team are continuously trained in leading practices related to internal audit.

EY maintains the independence and objectivity of its staff who are part of the internal audit team through strict EY independence related policies that apply to all staff, regular training and awareness raising on these subjects, as well as regular verification of the compliance of partners and executives with EY independence related policies.

The internal audit function typically executes its internal audit assignments through the following 5 main phases, which are aligned with the Institute of Internal Auditors (IIA) standards and leading internal audit practices.



Audit & Risk **Oversight and Effectiveness** (cont'd)

The major processes that were covered in the audit reviews at the level of the clusters are detailed below:

Audited Areas	Head Office	Hotels & Resorts	Textile	Finance	Healthcare	Property
Compliance with AML/CFT				✓		✓
Procurement & Accounts Payables			✓			
Sales & Accounts Receivables					✓	✓
Human Resources	✓	✓			✓	
Overtime & Payroll		✓			✓	
Cash Handling		✓			✓	
Legal	✓					
Inventory Management		✓	✓		✓	
Linen		✓				
Food & Beverages (F&B)		✓				
Operational Expenditure (OPEX)		✓				
Logistics Management			✓			
Third Party & Contract Management			✓		✓	✓
Monitoring of project costs and expenses						✓
Financial Close					✓	
Information Technology General Controls (ITGC)				✓		
Data Migration		✓				
Vulnerability Assessment & Penetration Testing				✓		

Other high-risk areas were covered as part of the three-year audit cycle ending June 2024.

External **Audit**

PricewaterhouseCoopers ("PwC") was appointed by the shareholders as the external auditor for a mandate of 7 years, which ended 30 June 2024

A formal tender process was initiated during the next financial year for the rotation of the external auditors, following which the Board recommended the nomination of Deloitte as external auditor for the financial year ending 30 June 2025. Their nomination will be submitted for approval by the shareholders at the annual meeting in December 2024.

Throughout the year, our Finance teams have worked with PwC to ensure that the financial statements present a true and fair view of the financial performance and position of our businesses with the required level of disclosures regarding significant issues.

At the closing of the year-end audit exercise, PwC reports on the significant risks and control deficiencies identified at Group level to the ARC, together with recommended actions. Significant risks pertaining to each cluster are also reported at the respective cluster ARC, following which remedial action plans are promptly implemented by the management and monitored by the ARC until closure.

The Executive and the Finance teams of the Group work together with the external auditor in an environment of constructive challenge whilst ensuring that the auditors' independence and objectivity is maintained.

PwC also ensures that its teams adhere to the Code of Ethics of the International Ethics Standards Board for Accountants (IESBA).

The ARC regularly met the auditors in the presence of the management since it had no impact on the objectivity of the meeting. However, should the need have arisen, the ARC would have met with the external auditors without the management.

In compliance with IESBA, the member firms of the PwC network are required to obtain concurrence from the Audit & Risk Committee of CIEL before providing non-assurance services to CIEL and CIEL Group entities. Non-assurance services (NAS) comprise services other than financial statement audits, financial statement reviews and non-audit assurance engagements.

The fees paid to the auditors for audit and other services to CIEL for the financial year are described under **Other Statutory Disclosures**. The non-assurance services provided by the auditors to CIEL and CIEL Group entities during the reporting year relate mainly to tax computation and compliance assignments. The objectivity and independence of the auditors were safeguarded given that the teams involved in the advisory assignments were different from the audit teams.

Ciel
Go Beyond

Ensuring a Robust
Governance Framework

Governance at CIEL
Board Effectiveness

The Board of Directors ("Board") of CIEL Limited ("CIEL" or "Company") is committed to maintaining high standards of corporate governance and acknowledges its responsibility for applying and implementing the principles contained in the National Code of Corporate Governance for Mauritius (2016) ("the Code"). Details on how CIEL has applied the Code's principles are set out in this report. CIEL also uses its website for online reporting purposes, in accordance with the recommendations of the Code. You may refer to CIEL governance section in the investor page on ("CIEL's website").

CIEL's Organisational Chart and Statement of Accountabilities

Unitary Board Structure

The Board provides effective leadership and direction to enhance the long-term value of CIEL and its subsidiaries ("the Group"), for its shareholders and other stakeholders. It assumes its responsibility in (i) leading, controlling, and overseeing the business affairs of the Group; and (ii) reviewing its strategic plans, performance objectives, financial plans, annual budget, key operational initiatives, major funding, investment proposals, financial performance reviews and corporate governance practices. It ensures that all legal and regulatory requirements are met. The Board of CIEL has approved the statement of accountabilities and is ultimately accountable and responsible for the performance and affairs of the Group which operates within a defined governance framework through delegation of authorities and clear lines of responsibility while enabling the Board to retain effective control.

Board Committees

Board committees facilitate the discharge of the Board's responsibilities and provide in-depth focus on specific areas, in line with approved terms of reference for each committee. In fulfilling their role of providing oversight and guidance, Board committees escalate significant matters impacting the Group to the Board. Reports to the Board from committees' chairpersons are recurring items on the agendas of Board meetings.

Corporate Governance, Ethics, Nomination & Remuneration Committee	**Investment Committee**	**Audit & Risk Committee**

The Board delegates management to its Executive Directors and CEOs of its subsidiaries

Group Chief Executive Jean-Pierre Dalais *(Up to 30 June 2024)* Guillaume Dalais *(Since 01 July 2024)*	**Deputy Group Chief Executive** Guillaume Dalais *(Up to 30 June 2024)*	**Group Finance Director** L. J. Jérôme De Chasteauneuf

The CEOs of the clusters report to the Group Chief Executive

CEO of CIEL Textile Eric Dorchies	**CEO of C-Care** Hélène Echevin	**CEO of SUN** Francois Eynaud	**CEO of CIEL Properties** Guillaume Dalais *(Up to 31 December 2023)* Jean-Noël Wong Wan Khin *(Since 01 January 2024)*	**CEO of CIEL Finance** Lakshmana Bheenick

CIEL Head Office Team provides support to CIEL and companies of the CIEL Group

Group Strategy & Investment Executive Mark van Beuningen *(Since 01 May 2024)*	**Group Head of Human Resources & Sustainability** Dev Sewgobind	**Group Head of Corporate Finance** Yogesh Kissoondary	**Group Head of Treasury** Danny Runghen	**Group Company Secretary** Clothilde de Comarmond	**Group Head of Corporate & Regulatory Affairs** Kabir Kaleechurn	**Group Head of Legal Affairs** Anne-Laure Dorel *(Since 01 January 2024)* Group General Counsel Christine Sauzier *(Up to 31 December 2023)*	**Group Head of Risk & Compliance** Kamini Vencadasmy

Governance at CIEL
Board Effectiveness (cont'd)

Change in Governance

The following changes were communicated to the shareholders of CIEL and to the public in general, during the financial year:

- **Mr. Jean-Pierre Dalais'** retirement as Group Chief Executive of CIEL on 30 June 2024, while the latter would retain a seat on the Board of CIEL.
- **Mr. Guillaume Dalais'** appointment as the new Group Chief Executive of CIEL, effective as from 01 July 2024. Of note, Mr. Guillaume Dalais had been nominated Deputy Group Chief Executive on 01 January 2023.
- **Mr. P. Arnaud Dalais'** resignation as Board Chair of the Board as from 01 July 2025, while he would also retain a seat on the Board of CIEL.
- **Mr. Jean-Pierre Dalais'** nomination as Vice Chair of the Board for the period 01 July 2024 to 30 June 2025. He will then take over from Mr. P. Arnaud Dalais and act as Board Chair of CIEL, effective as from 01 July 2025.

Division of Responsibilities

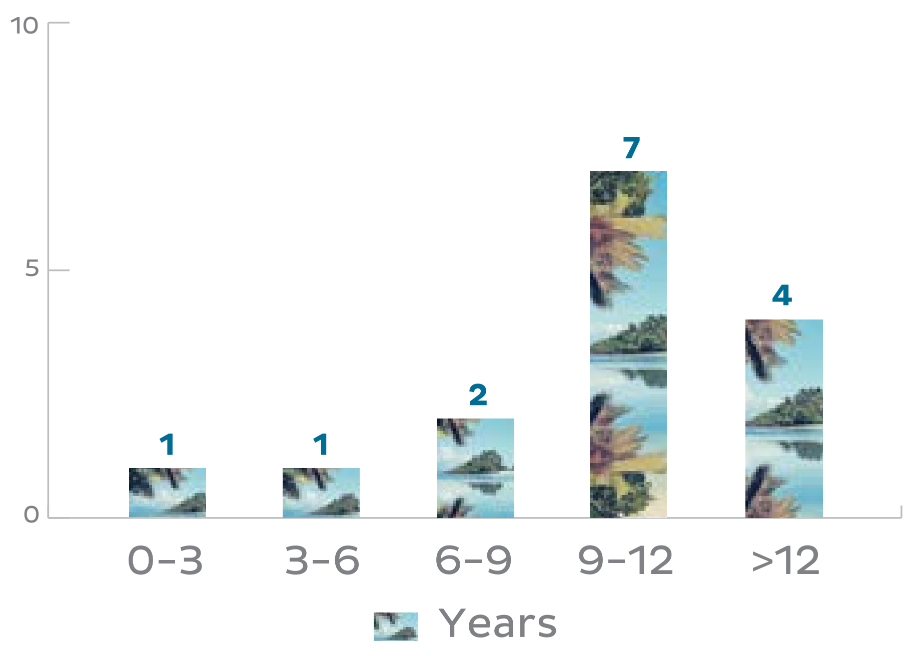
The roles and responsibilities of the Board Chair, executive and non-executive directors as well as the company secretary are clearly defined in the Board Charter and Position Statements, which have been approved by the Board, the extracts of which are found hereunder. The role of the Board Chair is distinct and separate from that of executives of CIEL. There is a clear division of responsibilities with the Board Chair leading the Board and the executives managing the Group's business on a day-to-day basis.

Role	Main Responsibilities
Board Chair	- Chairs the Board and shareholders' meetings - Ensures that there is appropriate delegation of authority from the Board to executive management and Board committees - Facilitates the effective contribution of non-executive directors and encourages active engagement by all members of the Board - Ensures constructive relations between the executive and non-executive directors - Sets the ethical tone for the Board and the Group and upholds the highest standards of integrity and probity - Promotes effective relationships and open communication between directors, both inside and outside the boardroom, ensures an appropriate balance of skills and personalities - Ensures effective communication with the shareholders
Group Chief Executive	- Provides strategic leadership for CIEL and the Group by working with the Board and the Group's executive management team to define long-term strategies, plans and policies - Leads and directs the implementation of business strategy, performance delivery and safe and compliant execution of the Group - Delivers sustainable long-term value for shareholders through consistent performance delivery and execution of the Group's business in a manner that, at the same time, maintains the confidence of all other key stakeholders in the business including investors, customers, regulators and employees
Group Finance Director	- Provides hands-on and quality-focused financial advice, underpinned by sound financial leadership and proven business effectiveness - Drives the financial management of the Group to include budget analysis and management, financial modelling and reporting, cost benefit analysis, forecasting needs, accounting and treasury operations, mergers and acquisitions and investment strategies - Offers quality, meaningful analysis, and financial perspectives necessary for corporate decisions and strategic planning at Board level
Group Company Secretary	- Guides the directors on their duties, responsibilities and powers and assists in their induction - Informs the directors of any change in company law and legislation - Co-ordinates the Board evaluation exercise - Ensures compliance with Board procedures and provides support to the Board Chair - Ensures that the Company complies with its constitution and all relevant statutory and regulatory requirements - Maintains an interests register which is available for consultation by the shareholders upon written request - Responsible for the communication with the shareholders and the organisation of shareholders' meetings

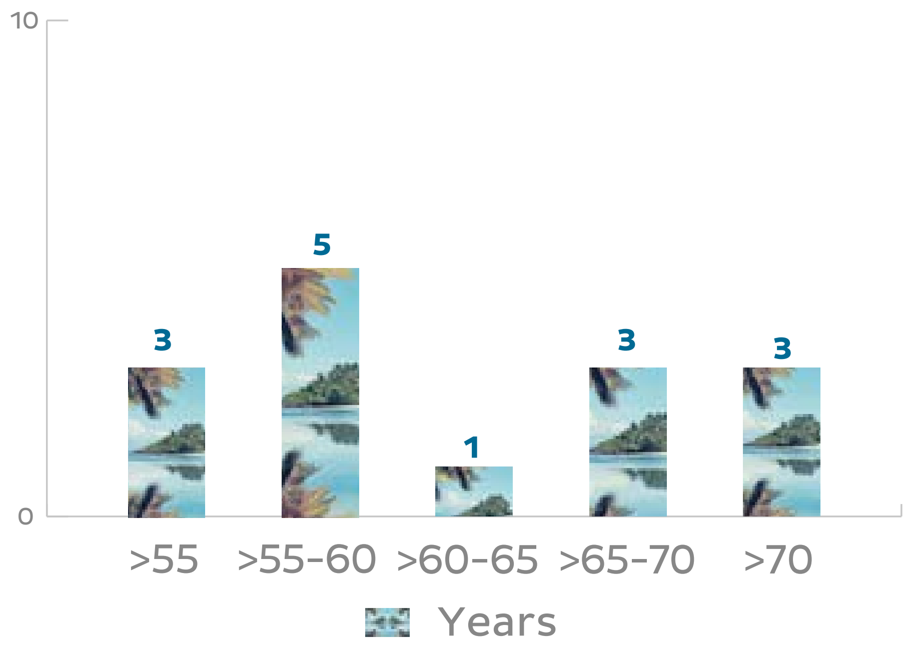
Governance at CIEL
Board Effectiveness (cont'd)

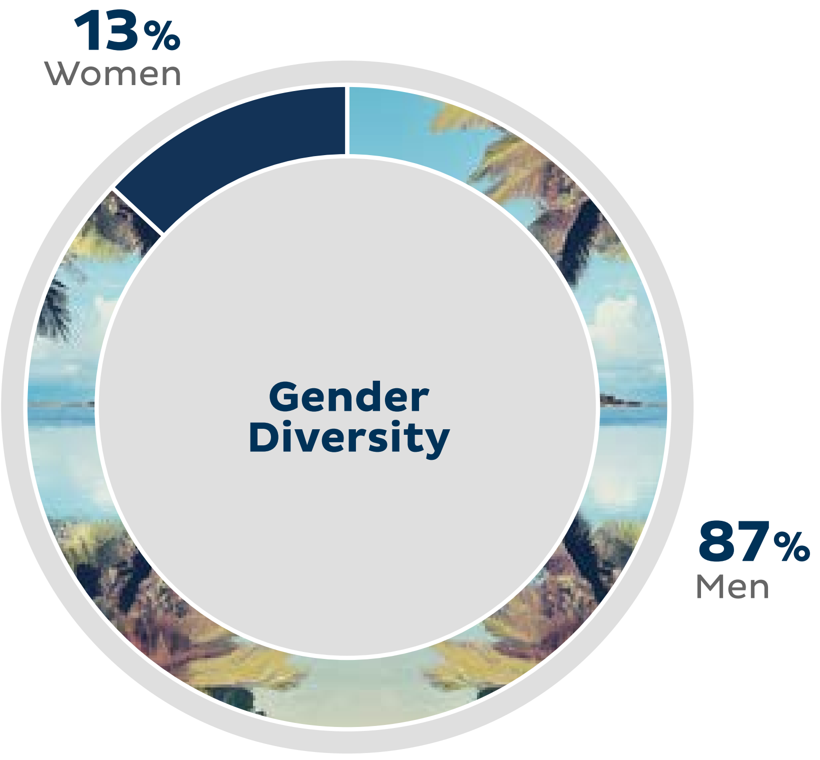
Structure of Board as at 30 June 2024

Directorship Tenure

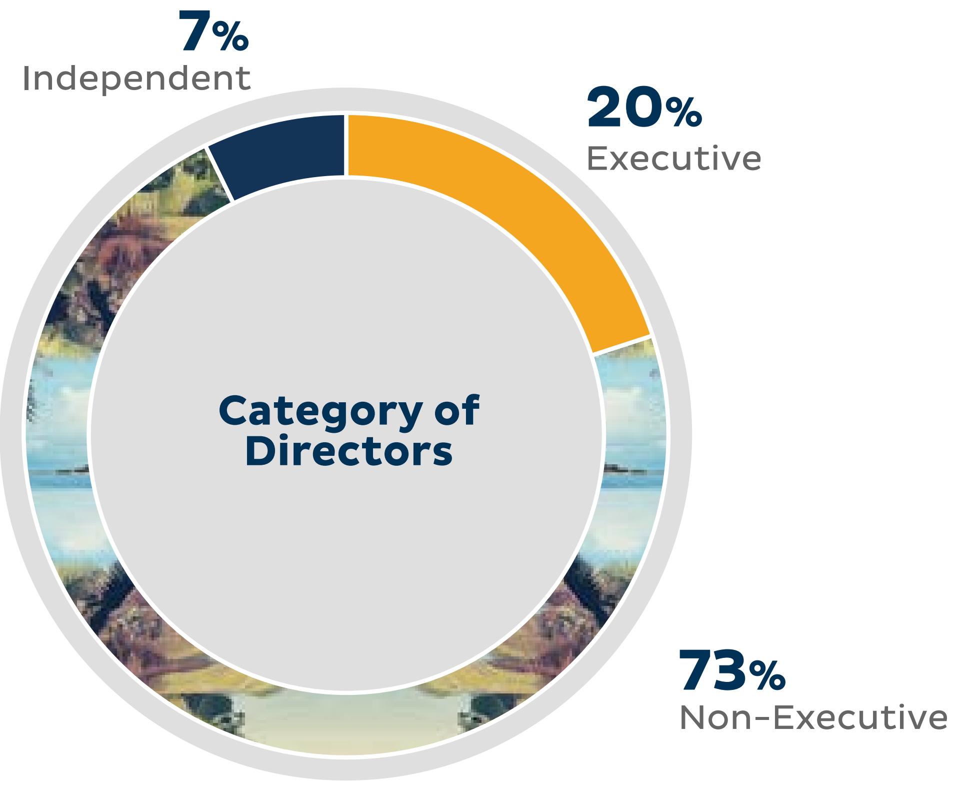


Director Age





Note: On 27 September 2024, the Board appointed Mrs. Anne Langourieux as additional director, bringing the percentage of women on the Board to 20%.



Note: The Board Chair is a non-executive director and does not have a casting vote at Board meetings.

Directors	Gender	Age	Attendance	Residence
P. Arnaud Dalais (Board Chair)	M	69	5/5	🇲🇺
Sébastien Coquard	M	49	4/5	🇫🇷
Guillaume Dalais	M	42	5/5	🇲🇺
Jean-Pierre Dalais	M	60	5/5	🇲🇺
Marc Dalais	M	60	4/5	🇲🇺
R. Thierry Dalais	M	65	5/5	🇲🇺
L. J. Jérôme De Chasteauneuf	M	57	4/5	🇲🇺
Roger Espitalier Noël	M	69	5/5	🇲🇺
M. A. Louis Guimbeau	M	73	5/5	🇲🇺
J. Harold Mayer	M	59	5/5	🇲🇺
Marc Ladreit de Lacharrière*	M	83	1/5	🇫🇷
Catherine McIlraith	F	60	5/5	🇲🇺
Jean-Louis Savoye	M	50	5/5	🇫🇷
Xavier Thiéblin	M	81	4/5	🇫🇷
Aïsha C. Timol	F	67	5/5	🇲🇺
*Jacques Toupas, Alternate of Marc Ladreit de Lacharrière	M	46	4/5	🇫🇷

Post Balance Sheet:

- Mr. Louis Guimbeau and Mr. Xavier Thiéblin stepped down as directors on 27 September 2024
- Mrs. Anne Langourieux was appointed director on 27 September 2024

Independence on the Board

In January 2024, Mrs. Catherine McIlraith was no longer considered as a non-executive independent director on the Board for having served as director for more than 9 consecutive years. Even though the Board feels that her independence is not impacted by the mere fact of having served more than 9 years, CIEL has engaged with a candidate who will fulfill the role of independent non-executive director on the Board while Mrs. McIlraith will retain a board seat as non-executive director. This new candidate will also act as chairperson of the Audit & Risk Committee and is due to join the Board early 2025.
As at current reporting date, there is only one independent director on the Board.

Governance at CIEL
Board Effectiveness (cont'd)

Board Composition as at 27 September 2024

P. Arnaud **Dalais**

Non-Executive Board Chair

Joined the Board in November 1991

Member of the Corporate Governance, Ethics, Nomination & Remuneration Committee until 30 June 2024
Member of the Investment Committee

Core Competencies

Leadership, entrepreneurship, deal structuring, business management, strategic development, hotel & property development

Directorships in other Listed Companies in Mauritius:
Sun Limited

Skills & Experience

- Joined the CIEL Group in August 1977
- Appointed Group Chief Executive and Director in November 1991
- Under his leadership, the CIEL Group went through an important growth both locally and internationally
- Over the years, he has played an active role at the level of the Mauritian private sector and has assumed the chair of several organisations including the Joint Economic Council from 2000 to 2002 and Business Mauritius from 2015 to 2017
- Founder and Board Chair of Mercoeur Investment Ltd

Jean-Pierre **Dalais**

Executive Director up to 30 June 2024
Vice Chairman of the Board since 01 July 2024
Non-Executive Director since 01 July 2024

Joined the Board in February 1995

Member of the Investment Committee
Member of the Corporate Governance, Ethics, Nomination & Remuneration Committee as from 01 July 2024

Core Competencies

Strategy and corporate finance, building business partnership, international development, new business opportunities, leadership

Directorships in other Listed Companies in Mauritius:
Sun Limited

Skills & Experience

- Retired as Group Chief Executive of CIEL on 30 June 2024 and is its Vice Board Chair since 01 July 2024
- Joined CIEL Group in January 1992 and was nominated Group Chief Executive on 01 January 2017, overseeing operations of the Group
- Was formerly Executive Director at CIEL, focusing particularly on the development of the Group's Hotels & Resorts, Financial Services and Healthcare clusters
- Before that, Jean-Pierre Dalais was the Chief Executive Officer of CIEL Investment Limited
- Graduated with an MBA from the International University of America, San Francisco, and previously worked at Arthur Andersen (Mauritius and France)
- Past Chair of Business Mauritius and past Member of its Advisory Committee

Sébastien **Coquard**

Non-Executive Director

Joined the Board in May 2014

Member of the Investment Committee

Core Competencies

Investment, Corporate finance, capital markets, valuation

Directorships in other Listed Companies in Mauritius:
None

Skills & Experience

- Deputy CEO and Chief Investment Officer at Peugeot Invest, the listed investment company majority-owned by the Peugeot family
- Representative of Peugeot Invest Assets on the Board of Directors of OPCI Lapillus II and IDI Emerging Markets SA
- Former representative of Peugeot Invest on the Board of Directors of Onet, Ipsos, LT Participations and IDI SCA
- Director of Peugeot Invest UK Ltd
- Board observer at Asia Emerging Assistance Holding PTE Ltd
- Held long-term investments positions at Allianz France, worked at Oddo Corporate Finance on M&A and ECM transactions and in the corporate banking division of Paribas

Governance at CIEL
Board Effectiveness (cont'd)

Board Composition as at 27 September 2024 (cont'd)

Guillaume **Dalais**

Executive Director

Joined the Board in June 2019

Core Competencies

Private equity, textile, manufacturing, entrepreneurship, strategic business development, deal structuring

Directorships in other Listed Companies in Mauritius:
Alteo Limited, C-Care (Mauritius) Limited (Board Chair), Miwa Sugar Limited, Sun Limited (Board Chair)

Skills & Experience

- Group Chief Executive of CIEL since 01 July 2024
- Deputy Group Chief Executive of CIEL between 01 January 2023 and 30 June 2024
- CEO of CIEL Properties between 01 July 2020 and 31 December 2023
- Former experience in the investment Banking sector by working at Metier Investments & Advisory Services in South Africa and CIEL Capital Limited in Mauritius.
- Joined the CIEL Textile Group in 2010
- Appointed Executive Director of the Knits Cluster of the CIEL Textile Group in 2012
- Chief Executive Officer of the Knitwear cluster of the CIEL Textile Group between July 2016 and June 2020
- Holder of a Master 2 from Ecole Supérieure de Gestion (now Paris School of Business) in Finance and Accounting, Paris, France; also completed HEC Paris Executive Education

Marc **Dalais**

Non-Executive Director

Joined the Board in June 2017

Core Competencies

Logistics, business and management, strategic planning, leadership

Directorships in other Listed Companies in Mauritius:
None

Skills & Experience

- Founder and Executive Chair of Celero group, a leading logistics and shipping group operating mainly in Mauritius and Madagascar
- Previous International working experience with an international shipping company in RSA and the Bollore group in Paris
- Worked at IBL group as General Manager of a trading division then heading and growing its Aviation, Logistics & Shipping division in the Indian Ocean
- Served on boards of Mauritius Export Association and a company pioneering Freeport operations in Mauritius

R. Thierry **Dalais**

Non-Executive Director

Joined the Board in August 2013

Chair of the Investment Committee
Member of the Corporate Governance, Ethics, Nomination & Remuneration Committee

Core Competencies

Investment management and corporate finance, entrepreneurship and business development, private equity investment activities across numerous industry sectors

Directorships in other Listed Companies in Mauritius:
Sun Limited

Skills & Experience

- More than 35 years' experience in the financial services and private equity investment industry
- Co-founder of two private equity investment firms and acted as a key person in numerous private investment programs over the last 30 years
- Current and former chair, director and trustee on numerous boards, industry bodies, not for profit foundations
- Director of Metier Investment and Advisory Services (Pty) Ltd ("Metier") and director of certain of its subsidiaries and portfolio companies under Metier's management

Governance at CIEL
Board Effectiveness (cont'd)

Board Composition as at 27 September 2024 (cont'd)

L. J. Jérôme **De Chasteauneuf**

Executive Director

Joined the Board in April 2012

Member of the Investment Committee

Core Competencies

Business development and finance, accounting & audit, strategic development, deal structuring

Directorships in other Listed Companies in Mauritius:
Alteo Limited (Board Chair), Harel Mallac & Co. Limited, Miwa Sugar Limited, Sun Limited

Skills & Experience

- Qualified from The London School of Economics - BSc Econ (Accounting & finance)
- Gained strong foundation in financial expertise during former working experience at PriceWaterhouseCoopers in the UK, where he qualified as a Chartered Accountant
- Transitioned into a key leadership role within the CIEL Group, becoming its Head of Finance in 2000
- Over decades, has steered CIEL Group towards optimal financial health, streamlined operational efficiencies, and paved pathways for sustained growth
- Pioneered and executed intricate financial re- engineering strategies that intricately accompanied the CIEL Group's growth journey
- Instrumental in shaping the financial trajectory during pivotal moments, including strategic Initial Public Offerings (IPOs), international expansions, M&A transactions, and holistic corporate restructuring efforts
- Strong advocate for risk management, compliance, transparency, and accountability
- Currently representing CIEL Group on numerous boards of subsidiaries
- Serves as independent non-executive director on the Board of the Stock Exchange of Mauritius Ltd

Roger **Espitalier Noël**

Non-Executive Director

Joined the Board in January 2014

Core Competencies

Textile, manufacturing and operations, environment and sustainability

Directorships in other Listed Companies in Mauritius:
ENL Ltd, Phoenix Investment Ltd (Alternate Director)

Skills & Experience

- Former Corporate Sustainability Advisor of CIEL
- Former General Manager of Floreal Knitwear Limited
- Holds more than 35 years' experience in the textile industry
- Involved in the restructuring and restart of the Madagascar Production Units after the political unrest of 2001, and as from 2008, acting as consultant for CIEL Textile Limited where his activities were focused on the environmental, logistics, utilities as well as the retail aspects of the Knits division

J. Harold **Mayer**

Non-Executive Director

Joined the Board in January 2014

Core Competencies

Corporate finance, accounting, operational excellence, textile, entrepreneurship

Directorships in other Listed Companies in Mauritius:
Omnicane Limited (Board Chair), Sun Limited

Skills & Experience

- Retired as CEO of the CIEL Textile Group on 30 June 2020
- Was formerly Chief Executive Officer of the CIEL Textile Group since 2006
- He joined CIEL Textile in 1990 and has been holding key positions within the Group since then. He started his career as Head of Finance of New Island Clothing and was promoted General Manager of Aquarelle Clothing Ltd in 1995. He was also Chief Operating Officer of the clothing operations
- He is a qualified Chartered Accountant and holds an Honours degree in Commerce
- Offers property advisory and transaction services (Horizon Property Partners) and is the chair of the Horizon Group (property cluster)
- Acts as corporate consultant on strategy, finance and operational excellence
- Board Director and Chair of the Audit & Risk Committee of Air Mauritius Ltd

Governance at CIEL
Board Effectiveness (cont'd)

Board Composition as at 27 September 2024 (cont'd)

Marc **Ladreit de Lacharrière**

Non-Executive Director

Joined the Board in September 2014

Core Competencies

International business and management, leisure and hospitality

Directorships in other Listed Companies in Mauritius:
None

Skills & Experience

- Founder of Fimalac, a formerly listed company held by Group Marc de Lacharrière, which operates in four business areas: capital investment with Warburg Pincus, digital media in entertainment through Webedia Entertainment with the organisation of shows and venue management (FIMALAC Entertainment), and Real Estate
- Former Executive of Banque de Suez et de l'Union des Mines, which was renamed Indosuez following the integration of Banque de l'Indochine
- Former CFO of L'Oréal where he progressively became Vice-Chair Deputy CEO

Anne **Langourieux**

Non-Executive Director

Joined the Board in September 2024

Core Competencies

International business and management, training, sustainability mentoring, corporate finance, digital and e-commerce, humanitarian and NGO

Directorships in other Listed Companies in Mauritius:
None

Skills & Experience

- Founding Member and Leader of The Matcha Initiative since January 2020, a one-stop platform to help companies in Singapore accelerate their journey in sustainability
- President of Lanroots and *A Pleines Mains*, a Charity established in Shanghai *(2011-2018)*
- Former General Manager of 3 Suisses China *(2007-2011)*
- Held several managerial posts *at L'Oréal, Le Club des Créateurs de Beauté (2005-2007)*
- Has been financial analyst at Procter & Gamble at the beginning of her carreer
- Holds a masters in business administration from ESSEC Business School

Catherine **McIlraith**

Independent Non-Executive Director (until January 2024)

Joined the Board in January 2015

Chairperson of the Audit & Risk Committee

Core Competencies

Corporate finance, accounting, audit, investment banking

Directorships in other Listed Companies in Mauritius:
Les Gaz Industriels Ltd, GRIT Real Estate Income Group Limited, Phoenix Beverages Limited

Skills & Experience

- Member of the South African Institute of Chartered Accountants since 1992
- Fellow Member of the Mauritius Institute of Directors
- Serves as an Independent Non-Executive Director and as a member of various Committees of several public and private companies in Mauritius, South Africa and England
- Served her Articles with Ernst & Young in Johannesburg before joining the investment banking industry where she held senior positions in corporate and specialised finance for Ridge Corporate Finance, BoE NatWest and BoE Merchant Bank in Johannesburg
- Former Head of Banking at Investec Bank (Mauritius Branch)

Governance at CIEL
Board Effectiveness (cont'd)

Board Composition as at 27 September 2024 (cont'd)

Jean-Louis **Savoye**

Non-Executive Director

Joined the Board in September 2017

Core Competencies

Finance, accounting, mergers & acquisition, private equity, international business and management, property investment, financing

Directorships in other Listed Companies in Mauritius:
Sun Limited

Skills & Experience

- Co-CEO of Dentressangle, a French société par actions simplifiée which is the investment holding company of the Dentressangle family
- Has been instrumental in helping Dentressangle to realise its investment strategy during the last 20 years
- Represents Dentressangle on several board committees including the boards of CIEL and SUN Limited. He is a member of the Audit & Risk Committee of SUN Limited
- Prior to joining Dentressangle in 2003 as CFO, Jean-Louis Savoye, served with PwC and ran due-diligences acquisitions in M&A for various Private Equity firms and French leading industrial companies
- Is a graduate of the Toulouse Business School with a major in Finance

Aïsha C. **Timol**

Independent Non-Executive Director

Joined the Board in June 2023

Chairperson of the Corporate Governance, Ethics, Nomination & Remuneration Committee
Member of the Audit & Risk Committee

Core Competencies

International and domestic business and management, private equity, banking, corporate governance

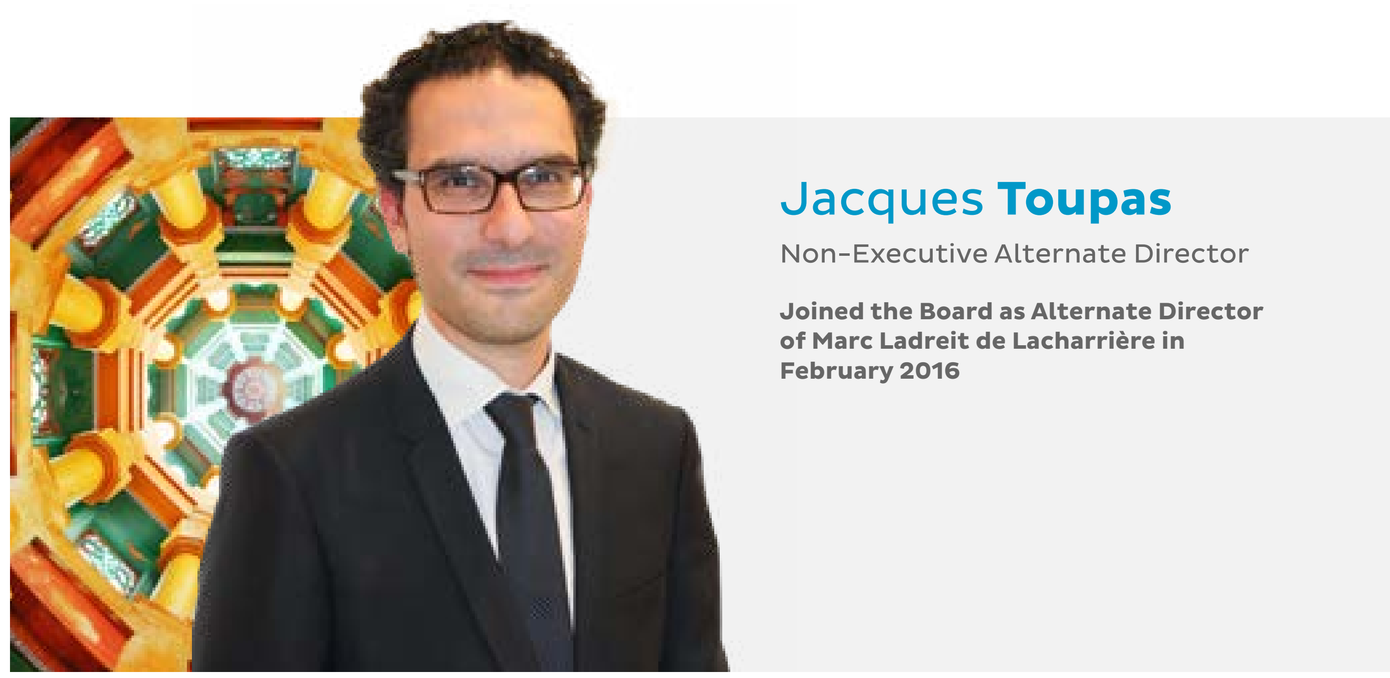
Directorships in other Listed Companies in Mauritius:
CIM Financial Services Ltd
(Board Chair)

Skills & Experience

- Trained as an economist with emphasis on quantitative techniques and with 20 years' experience of policy formulation and application at Government level and an equal number of years practising in the private sector
- Held executive directorship positions at the Budget Bureau and Economic Affairs Division of the Ministry of Finance and at the Ministry of Financial Services; was the CEO of the Mauritius Bankers Association and a Senior Lecturer at the University of Mauritius in Mathematical Economics and Econometrics
- Closely involved with the development and diversification strategy of the economic landscape of Mauritius and particularly of its financial services industry
- Experienced as a regulator, practitioner and negotiator in the domestic and international business and financial landscape
- In recognition of services rendered in developing and promoting the banking and financial services sector, she was conferred by the State of Mauritius, in 2007, the title of Grand Officer of the Star & Key of the Indian Ocean (G.O.S.K.)
- Now serves on various boards as an Independent Director and acts as a Consultant on Governance-related matters
- Holds various academic qualifications, notably from the University of St Andrews, Scotland, Université d'Aix-Marseille, France & the Institute of Social Studies of The Hague, Netherlands

Governance at CIEL
Board Effectiveness (cont'd)

Board Composition as at 27 September 2024 (cont'd)



Jacques **Toupas**

Non-Executive Alternate Director

Joined the Board as Alternate Director of Marc Ladreit de Lacharrière in February 2016

Core Competencies

Finance, accounting, audit, private equity, international business management

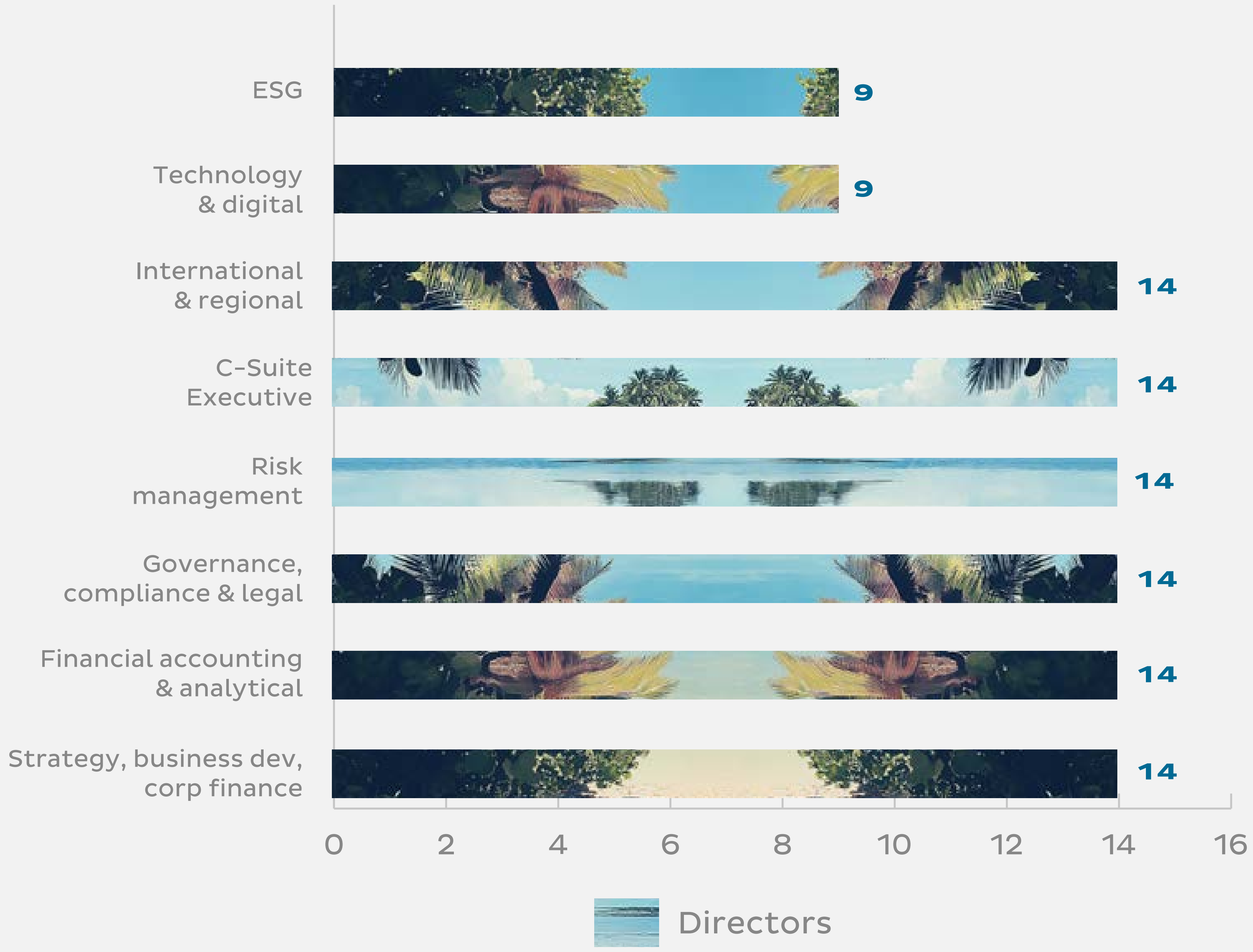
Directorships in other Listed Companies in Mauritius:
None

Skills & Experience

- Joined Fimalac Group in 2009. Member of its investment team and responsible for the financial portfolio monitoring and investment
- Serves as Board member of various Fimalac Group's subsidiaries
- Former working experience in investment banking, both in Paris and London and started his career at Arthur Andersen in Paris as a financial auditor prior to moving to PwC as a senior auditor and later as a manager in the Transaction Services department
- Worked in private equity as a manager at European Capital

Board Skills Matrix – Current Board Composition

The Board is satisfied that its composition is adequately balanced and that the directors have the range of skills, expertise, and experience to carry out their duties properly.



Governance at CIEL
Board Effectiveness (cont'd)

CEOs of the Clusters

Lakshmana **Bheenick**

Chief Executive Officer of CIEL Finance

Since 01 March 2021, Lakshmana Bheenick has been the Chief Executive Officer of CIEL Finance. He joined Barclays Bank PLC (Mauritius Branch) in March 1996 and held various positions – FX trader, Head Market Making & Liquidity Management, Treasurer.

He then moved to Standard Bank (Mauritius) Limited in June 2006 as Head of Global Markets (Treasurer) and was appointed as Chief Executive in July 2010. Lakshmana is a graduate in BA Economics from the University of Manchester and also holds an ACI Dealing Certificate. He holds an Executive Education MIT Sloan School of Management and has also been on a leadership programme with Oxford Saïd Business. Former Director and Vice Chair of the Mauritius Bankers Association (MBA).

Eric **Dorchies**

Chief Executive Officer of CIEL Textile

Eric Dorchies has been the Chief Executive Officer of CIEL Textile since 1 July 2020. In this capacity, Eric Dorchies also sits on the Board of CIEL Textile Limited ("CTL").
CTL has strategic geographic positioning with manufacturing locations in Mauritius, Madagascar, India and Bangladesh. It is on these three main pillars: "talents, sustainable development and digitalisation" that CTL will continue to accelerate its transformation. Eric Dorchies has a long-standing career in CTL group which he joined in 1998 as Chief Executive Officer of Consolidated Fabrics Limited.

He was appointed Managing Director of Aquarelle Clothing Ltd in 2003 and served as Chief Executive Officer of the woven cluster from 2008 till 2019, during which he was instrumental in driving several strategic initiatives for the group bringing it to an international level. In October 2017, he was appointed CTL's Chief Operations Officer.

Eric Dorchies has a solid track record in the textile industry with strong marketing capabilities. Prior to joining CTL, he was leading his own textile company in Europe.
He graduated in Business and Finance from ESCP Europe (Ecole Supérieure de Commerce de Paris).

Hélène **Echevin**

Chief Executive Officer of C-Care

Hélène Echevin has been the Chief Executive Officer of C-Care group since July 1, 2019, which regroups all healthcare activities of the CIEL Group, including C-Care (Mauritius) Ltd and C-Care (Uganda) Ltd. She was the Executive Chairperson of C-Care (Mauritius) Ltd from 2017-2022.

Hélène Joined CIEL Group in March 2017 as Chief Officer-Operational Excellence and since then has played a key role in developing the healthcare portfolio and leading CIEL's operational excellence journey. She formerly worked for Eclosia Group and Harel Mallac Group and counts 22 years of experience in operations and project management at both company and corporate levels.

She was the first lady President of MCCI, Mauritius Chamber of Commerce, in 2015-2016. Holds a degree in Engineering from Polytech Engineering School, Montpellier, France and followed a Management Executive Program at INSEAD.

Governance at CIEL
Board Effectiveness (cont'd)

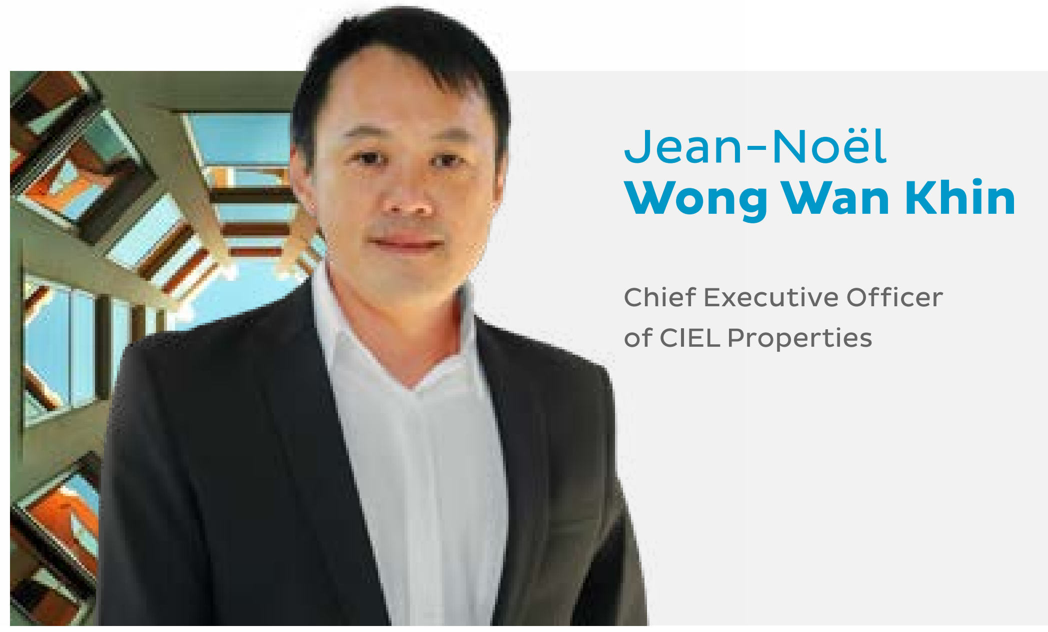
CEOs of the Clusters (cont'd)

Francois **Eynaud**

Chief Executive Officer of SUN

Francois Eynaud has been the Chief Executive Officer of SUN since 01 September 2019. Prior to joining SUN, Francois Eynaud was the CEO of Veranda Leisure & Hospitality ("VLH"), managing the Hotels Division of Rogers Group, where he spent 11 years. Before joining VLH, he had spent 14 years with CIEL Textile where he was Executive Director at Tropic Knits.

Francois was President of AHRIM (the National Hotel Association) in 2013 and 2014. Prior to returning to Mauritius in 1991, Francois had worked 7 years at SAGEM France as Export Director, Country Manager in the Caribbean and the UK. He holds a French Business School Diploma (Institut Commercial de Nancy – ICN).



Jean-Noël **Wong Wan Khin**

Chief Executive Officer of CIEL Properties

Jean-Noël Wong Wan Khin has been the Chief Executive Officer of CIEL Properties since 01 January 2024. He joined the CIEL Group in July 2023 as Chief Operating Officer of CIEL Properties Development Ltd, overseeing the operations of the property cluster of CIEL.

He spent the first 12 years of his career with BDO and EY, working on assignments in Mauritius, Madagascar and various countries on the African continent prior to joining ENL Group in March 2010 to lead the financial and corporate reporting function of the agri cluster while assisting in business development initiatives. He thereafter moved to New Mauritius Hotels Limited in October 2016 and was posted in Marrakech to assist in restructuring the Moroccan entities and manage the finance, administration, legal and IT departments, before eventually returning to Mauritius in March 2020 to act as the Head of Corporate/Project Finance, working on projects for New Mauritius Hotels Limited and Semaris Ltd. Jean-Noël is a fellow member of the Association of Chartered Certified Accountants.

Governance at CIEL
Board Effectiveness (cont'd)

Governance Documents

Governance documents, as approved by the Board, may be consulted on CIEL's website under the Investors/Corporate Governance section. The main ones being Conflict of Interest/ Related Party Transactions Policy | Share Dealing Policy | Job Description of Senior Governance Position | Code of Ethics | Board Charter | Whistle Blowing Policy | Constitution | Terms of Reference of Board Committees. Updates were made to the Code of Ethics, IT Policy, CIEL Group Data Policy and Board Charter during the financial year.

Conflict of Interests/Related Party Transactions Policy

Transactions with related parties are disclosed in the financial statements. A Conflict of Interest/Related Party Transactions Policy has been approved by the Board to ensure that the deliberations and decisions made by CIEL are transparent and in the best interests of the Company. It also aims to protect the interests of the officers from any appearance of impropriety and to ensure compliance with statutory disclosures and law. Notwithstanding the above, directors of CIEL are also invited by the company secretary, on an annual basis, to notify the Company of any direct and indirect interest in any transactions or proposed transaction with the Company. Declarations made by the directors are entered in a register which is maintained by the company secretary; same is available for inspection by the shareholders upon written request to the company secretary.

Code of Ethics/Whistleblowing Policy

Code of Ethics

CIEL is committed to conducting its activities to the highest professional and ethical standards and in accordance with applicable laws and regulations. CIEL has, since 2016, adopted a Code of Ethics which outlines its core values and clearly articulates acceptable and unacceptable behaviours in its way of doing business.

Whistleblowing Channelling Process

CIEL has also implemented a Whistleblowing Policy which reflects its commitment to monitor and evaluate compliance with its ethical principal and standards. CIEL believes that providing a confidential and anonymous channel for internal and external stakeholders to express their concerns about any perceived wrong-doings, malpractices or improprieties is instrumental for maintaining sound, ethical and sustainable business practices and ensuring continuous improvement in its operations.

CIEL's whistleblowing reporting and channelling process is accessible to CIEL Group employees and external stakeholders (including suppliers/service providers, business partners, customers, and the public), who can report (anonymously or not) any genuine concern without fear of suffering subsequent victimisation, discrimination, disadvantage, or any other forms of reprisal. All reports are treated in a confidential and sensitive manner, where only authorised persons have access to the respective files and records for purpose of processing, investigating, or monitoring.

Where the concern implicates a member of CIEL Senior Management Team, the report will be channelled directly and exclusively to the Chairperson of the CIEL Audit & Risk Committee. Other concerns will be directed to the CIEL Whistleblowing Screening Committee, comprised of the Group General Counsel, the Group Head of Corporate & Regulatory Affairs and the Group Head of Risk & Compliance. All reports will be duly considered, investigated if need be and monitored until closed. If the whistleblower has provided contact details, he/she will receive an acknowledgement of receipt within 48 hours of submitting his/her report as well as follow up reports at key stages of the process. Reports may be submitted by any means, whether through CIEL's website, by email, post or phone as detailed below. A questionnaire (Whistleblowing Report Form) is available on the contact page of CIEL's website for guidance on the information to be provided.

Governance at CIEL
Board Effectiveness (cont'd)

Whistleblowing Channelling Process (cont'd)

ARC Chair

Where wrongdoing involves a member of CIEL Senior Management Team*

Acknowledgement of receipt to whistleblower within 48 hours

CIEL Whistleblowing Screening Committee (WSC)**

Where wrongdoing does not involve a member of CIEL Senior Management Team

ARC Chair

refers report to Group Chief Executive or CIEL ARC (if former is conflicted)

WSC

refers report to concerned Cluster CEO after screening

Group Chief Executive/CIEL ARC (as applicable)

(i) decides on appropriate actions to resolve issue

(ii) channels the complaint to relevant parties for investigation (if necessary)

Follow-up with whistleblower within 7 days

Cluster CEO

(i) decides on appropriate actions to resolve issue

(ii) channels the complaint to relevant parties for investigation (if required)

Group Chief Executive/CIEL ARC (as applicable)

reports to CIEL ARC and Board (if material)

Cluster CEO

(i) reports to the Group Chief Executive, Cluster ARC and Board (if material); and

(ii) informs WSC of actions taken

***CIEL Senior Management Team consists of:**

- Group Chief Executive (Group CE)
- Group Finance Director
- Group Strategy & Investment Executive
- Group Head of Legal Affairs
- Group Head of Human Resources and Sustainability
- Group Head of Corporate Finance
- Group Head of Corporate & Regulatory Affairs (CORA)
- Group Head of Treasury
- Group Company Secretary
- Group Head of Risk and Compliance
- CEO of C-Care
- CEO of CIEL Finance
- CEO of CIEL Textile
- CEO of Sunlife
- CEO of CIEL Properties

****Whistleblowing Screening Committee ("WSC") consists of:**

- Group Head of Legal Affairs (Chair)
- Group Head of Corporate & Regulatory Affairs
- Group Head of Risk & Compliance

Website: *Whistleblowing Report Form on https://www.cielgroup.com/en/contact*

Email: *whistleblowing@cielgroup.com ; chair.whistleblowing@cielgroup.com;*

Post: *C/o CIEL Corporate Services Ltd, 5th Floor, Ebène Skies, Rue de L'institut, Ebène*

Phone: *+230 404 2200*

Governance at CIEL
Board Effectiveness (cont'd)

Information Technology Policy

CIEL's Information Technology Policy uses accepted standards (ITIL and COBIT 5) to regulate the use, security standards, control and access rights for the entities of CIEL, hosted at the Company's head office in Ebène. The Information Technology Policy, as approved by the Board, is being monitored and revised as needed by the IT department. The document has been circulated to all the staff using the Information Technology Infrastructure at the Company's Head Office in Ebène, and awareness sessions are planned in a timely manner for them to commit to it. Even though each cluster of the Group operates its own IT policy, a Group IT Forum has been launched by CIEL, whereat critical IT-related issues are debated from a Group-wide perspective. CIEL also has in place a cyber security forum where the cyber security posture of all companies of the Group are discussed, trends and news in cyber security are also shared. A budget for information technology and cybersecurity is allocated annually, based on business needs for each financial year. The policy is available for consultation on CIEL's website.

Data Protection

CIEL is committed to protecting the privacy, confidentiality, and security of personal information of individuals and it is critical for the Group to maintain the trust of its employees, customers, service providers, partners and all relevant stakeholders. CIEL has therefore implemented a Group Data Privacy Policy (the "Policy") to ensure that all personal information which it processes is protected in accordance with the Mauritius Data Protection Act and any other applicable laws and regulations. The Policy ensures that CIEL manages data privacy risks, maintains, and continuously improves its data privacy culture and promotes the safeguarding of personal information. It also aims to guarantee that CIEL processes personal information in a lawful and reasonable manner, thus ensuring that CIEL is protected from reputational damage, fines, and penalties. CIEL has published on its website a Data Privacy Notice which details how it collects and processes personal information. Mrs. Kamini Vencadasmy, Group Head of Risk and Compliance acts as CIEL's Data Protection Officer.

Risk Governance and Internal Control

Risk Management

The Board has the ultimate responsibility for risk governance and internal control systems as well as determining the nature and extent of the principal risks it is willing to take to achieve its strategic objectives, while ensuring that an appropriate risk culture has been embedded throughout the Group.

CIEL's Enterprise Risk Management ("ERM") has been designed to facilitate the identification, assessment and mitigation of the inherent business risks to which the Group is exposed, while providing reasonable assurances pertaining to compliance with regulatory obligations, reliability of financial information and safeguarding of assets under management. The ERM is not intended to eliminate such risks but can be considered as an adequate protection against material misstatement or loss which might result from adverse events. The ERM governance structure and identification of the key risks for the Company and how they are managed are detailed under the risk report.

Board Proceedings

Meeting dates are planned well in advance and communicated by the company secretary to the directors

The Board generally meets 4 times annually, but ad-hoc meetings may also be convened to deliberate on urgent substantive matters. Decisions of the Board may also be taken by way of written resolutions

Documents are circulated in advance (through an online portal facilitating the viewing of such papers) at least 5 working days for the Directors to devote sufficient time towards the reading of these documents

The chair of the Board, in collaboration with the company secretary and the management, ensures that all directors are provided with appropriate, reliable, and timely information to enable them to discharge their duties effectively and reach informed decisions

In the spirit of avoiding group think, the Directors are systematically invited by the Board Chair to provide their individual advice on any matter requiring a vote

Governance at CIEL
Board Effectiveness (cont'd)

Focus Areas of the Board during the Financial Year

Strategy, Performance, Financial Monitoring

- Approval of the audited annual and unaudited quarterly financial statements
- CIEL Healthcare deep dive in the presence of its CEO (special session of the board)
- CIEL Textile deep dive in the presence of its CEO (special session of the board)
- Board deep dive on the findings of the carbon accounting exercise conducted by an independent consultant and the resulting action pillars as part the climate strategy of Group
- Updates on ESG initiatives at Group and cluster levels, review of the CIEL's sustainability strategy 2020-2030 and progress on the action pillars under CIEL's climate strategy
- SUN's corporate restructuring (Scheme of Arrangement)
- Annual Report
- Dividend declaration
- Annual budget / financial forecasts
- Clusters' quarterly review of operations/investment reports

Governance, Remuneration and Risk, Others

- Amendments to governance documents and policies
- Update of bank signatories
- Remuneration of the Directors (Korn Ferry Benchmark), including Executive Directors' remuneration and Board Chair and Vice Board Chair fee
- Issue Shares under the Executive and Employee Share Schemes
- Quarterly risk dashboards for the Group
- Nomination of the external auditor
- Corporate Governance report
- Internal audit assessments through the report from the Chair of the Audit & Risk Committee
- Material litigation cases
- External audit tender process and nomination of the new external auditor
- Representatives of CIEL on main subsidiaries
- CIEL Leadership change
- Board and committee composition and gender diversity

Recurring Agenda Items

- Declaration of interests
- Approval of the minutes of proceedings of previous meetings
- Reports from Board committee chairs
- Quarterly review of operations of the 6 clusters of the Group

Board Committees

The Board delegates certain roles and responsibilities to its committees. Whilst it retains the overall responsibility, committees further probe topics more deeply and then report on the matters discussed, decisions taken, and where appropriate, make recommendations on items requiring the approval of the Board. The committees play a key role in supporting the Board. The company secretary of the Board acts as secretary to these committees. The Board is satisfied that the committees are appropriately structured, skilled, and competent to deal with both the Company's existing and emerging issues, and that they have effectively discharged their responsibilities during the year under review according to their terms of reference. The terms of reference of the committees, as available for consultation on CIEL's website, are generally reviewed every two years or earlier if necessary.

Investment Committee

6 Members as follows:	Attendance
R. Thierry Dalais, Chair	1/1
Damien Braud, up to 26 February 2024	0/1
Tibor Asboth, since 26 February 2024	N/A
Sébastien Coquard	1/1
P. Arnaud Dalais	1/1
Jean-Pierre Dalais	1/1
L. J. Jérôme De Chasteauneuf	0/1

Main Terms of Reference:
- Consider investment and divestment propositions as put forward by management from time to time
- Discuss and recommend to the Board all strategic investments or divestments to be made by the Company and transactions involving more than 1% of the Group net asset value

Focus Areas during the Year: Acquisition of minority interests in (C-Care International) Limited

Audit & Risk Committee

3 Members as follows:	Attendance
Catherine McIlraith, Chair	5/5
M. A. Louis Guimbeau	5/5
Aisha C. Timol	4/5

Main Terms of Reference:
- Examine and review the quality and integrity of the financial statements (Company and Group) and any formal announcements relating to the Company's financial performance, before submission to the Board
- Review arrangements and modalities by which any staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting, ensuring that arrangements are in place for the proper investigation of such matters, and for appropriate follow-up action
- Assess the robustness of the Company's internal control including internal financial control and business risk management
- Maintain an effective internal control system including the system(s) established to identify, assess, manage and monitor risks
- Approve appointment of internal auditor and their fees
- Evaluate and approve the annual internal audit work plan and consider reports pertaining to findings of internal audits on a periodic basis
- Oversee the process for selecting the external auditor, assess the continuing independence of the external auditor and approve the audit fees
- Review annually in presence of the external auditor their management letter and report on audit

Focus Areas during the Year:
Audited accounts and management letter, external audit plan, risk report for the integrated report, quarterly condensed financial statements and international earnings release, quarterly risk management reports and risk dashboards, external audit fees, external audit tendering process, internal audit tendering process, revised IT Policy, Group insurance coverage, Group Data Privacy Policy, policy review plan, material litigation cases, whistleblowing cases, cybersecurity KPIs overview, business continuity management plan

Governance at CIEL
Board Effectiveness (cont'd)

Board Committees (cont'd)

Corporate Governance, Ethics, Nomination & Remuneration Committee

4 Members as follows:	Attendance
Aisha C. Timol	3/3
P. Arnaud Dalais, up to 30 June 2024	3/3
R. Thierry Dalais	3/3
Xavier Thiéblin	2/3

Post Balance Sheet:
Jean-Pierre Dalais was appointed member in replacement of P. Arnaud Dalais, effective 01 July 2024

Main Terms of Reference:

- Recommend corporate governance provisions to be adopted so that the Board remains effective and complies with prevailing corporate governance principles
- Approve the bonus/remuneration for the executives
- Recommend to the Board the directors' remuneration, including the Board Chair's fee
- Recommend new Board and senior executive nominations
- Monitor the implementation of the code of ethics and set the tone for its implementation

Focus Areas during the Year:
Corporate governance report, executives' short-term incentives, succession plan update for the executives of the Group, including CEOs of the Group and the leadership team of CIEL Head Office, update of current governance documents/policies, nomination of CIEL representatives on CIEL's main subsidiaries, service agreement CIEL and CIEL Head Office, remuneration of the CEOs of the Group, remuneration of the directors (Korn Ferry Benchmark), including executive directors' remuneration and Board Chair and vice Board Chair fee, issue Shares under the Executive and Employee Share Schemes, Governance change as from 01 July 2024, CIEL Board and committee composition/gender diversity, nomination of CIEL's Group Strategy and Investment Executive

Director Appointment and Induction

01

- The board charter provides that the directors shall be a natural person of not less than 18 years old. It also provides that the Board Chair shall not be older than 75 years old and shall hold office for a period of five years and may, at the term of his office, be re-elected by the Board for a further period of five years or such other term as may be determined by simple majority of the Board
- Jean-Pierre Dalais was appointed Vice Chair of the Board for the period 01 July 2024 to 30 June 2025. He will assume the chair of the Board in replacement of P. Arnaud Dalais on 01 July 2025
- The Corporate Governance, Ethics, Nomination & Remuneration Committee recommends all new appointments on the Board and its committees. Skills, knowledge, industry experience, diversity and independence are important factors that are being considered prior to recommending any appointment. The committee operates within defined guidelines for the selection of newly appointed directors to avoid overboarding of its directors. Time commitment is an important element which is considered and discussed with any new director during the interview process to avoid overboarding. CIEL also seeks the support of external recruitment agencies for the nomination of its independent directors

02

- The Board assumes its responsibility for the appointment and induction of new directors, which is facilitated by the Group Company Secretary and Group Head of Human Resources
- Board approval – The directors have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors so that the total number of directors shall not at any time exceed the number fixed in accordance with the constitution
- Anne Langourieux was appointed by the Board on 27 September 2024 as non-executive director, in replacement of Xavier Thiéblin. Her nomination will be submitted for approval by the shareholders of the Company at the coming annual meeting
- The director appointed to fill up the vacancy or as an addition to the existing directors shall hold office only until the next annual meeting of shareholders and shall then be eligible for re-election

03

- Letter of appointment allowing the director to be aware of his/her legal duties
- Induction of the newly appointed director. It includes work sessions with the Board Chair, the Group Chief Executive, the Group Company Secretary, the Group Head of Human Ressources and an introduction to the CEOs of the Group. Newly appointed directors are provided with a detailed presentation of CIEL allowing them to understand the functioning of the six clusters of the Group, including the services of the CIEL Head Office team. Directors have access to the Company's corporate documents which are shared via a board portal and are informed of the expected time commitments as part of their duties
- Sites visits, where possible
- Directors are covered by a Directors' and Officers' Liability insurance policy, subscribed to by CIEL, which covers the Company and its subsidiaries
- Directors have unrestricted access to the Company's records and may have access to senior management or external advice at the cost of the Company for clarification of any board matter

04

- Board nomination submitted for approval by the shareholders at annual meeting
- Directors are re-elected annually by the shareholders by way of separate resolutions
- Directors over the age of 70 are appointed at the annual meeting in accordance with section 138(6) of the Companies Act 2001

Governance at CIEL
Board Effectiveness (cont'd)

Professional Development

As part of their duties, it is critical for directors to have a thorough knowledge of the environment within which the clusters of the Group operate. An investment report is issued to the directors on a quarterly basis which includes economic updates on countries within which the Group operates, financial results and valuation of each of the clusters as well as comprehensive commentary on underlying businesses. When updated policies are approved at Board meetings, directors receive a presentation explaining the changes and purpose of the new policies adopted. During the year, directors received training materials on the Share Dealing Policy and Conflict of Interests/Related Party Transactions. The aim was to refresh their knowledge on these topics.

Succession Planning

The Board assumes its responsibility for the succession plan of its clusters' leaders, which is a systematic effort and process of identifying and developing candidates for key leadership positions over time to ensure the continuity of management and leadership in the organisation. The objective of succession planning is to ensure that the organisation continues to operate successfully when individuals occupying critical positions and hard to replace competencies depart. The succession plan of the Group identifies the Top 10 roles as part of a long-term initiative to prepare potential candidates. Incumbents in the current Top 10 roles were consulted for their inputs on succession plan. The succession planning of the Group (CEOs of the clusters, CIEL Executive Directors and CIEL Head Office executive team) is updated annually and monitored by the Corporate Governance, Ethics, Nomination & Remuneration Committee who thereafter reports the updates to the Board.

Board Effectiveness Evaluation

A board effectiveness survey was launched by Grant Thorton (in association with Board Benchmarking) in July 2024. The results were analysed by the Corporate Governance, Ethics, Nomination & Remuneration Committee on 24 September 2024 and reported at the 27 September 2024 Board meeting. The answers were benchmarked against comparable boards in each of the important factors of a board's effectiveness and CIEL's scores ranged in the top quartile. The consultant also tracked the progress achieved since the survey which was conducted in 2022 which showed that achievements were realised, with 12 out of 20 effectiveness factors now being rated as more effective than other Boards (i.e., in the top quartile) and with none in the bottom quartile.

This year, the Audit & Risk Committee and Corporate Governance, Ethics, Nomination & Remuneration Committee were also surveyed, and the results of the survey allowed for suggestions and recommendations in the conduct of future meetings. An action plan will be defined so as to implement areas of improvements which have been identified. The Board believes that the assignment can be carried out every 2 years.

Statement of Remuneration

CIEL strives towards remunerating its directors in a manner that supports the achievements of its strategic objectives, while attracting and retaining scarce skills and rewarding high levels of performance. The directors' fees were benchmarked with Korn Ferry's survey on directors' fees in Mauritius. In line with the 75th percentile (also known as the upper quartile), the board approved an increase of the directors' fees, effective as from the current financial year. The Corporate Governance, Ethics, Nomination & Remuneration Committee determines the adequacy of the remuneration to be paid to the Directors.

Governance at CIEL
Board Effectiveness (cont'd)

Directors' Remuneration and Benefits

The following table depicts the fees paid by the Company to the Non-Executive Directors for their involvement in the Board and committees during the financial year.

Directors	Board *Note 3* (MUR'000)	Audit & Risk Committee *Note 3* (MUR'000)	Corporate Governance, Ethics, Nomination & Remuneration Committee *Note 3* (MUR'000)	Investment Committee *Note 4* (MUR'000)	Total (MUR'000)
P. Arnaud Dalais (Board Chair) Note 1	2,814	NIL	150	75	3,039
Sébastien Coquard	400	NIL	NIL	75	475
Marc Dalais	400	NIL	NIL	NIL	400
R. Thierry Dalais	400	NIL	150	100	650
Roger Espitalier Noël	400	NIL	NIL	NIL	400
M. A. Louis Guimbeau	400	200	NIL	NIL	600
J. Harold Mayer	400	NIL	NIL	NIL	400
Marc Ladreit de Lacharrière	400	NIL	NIL	NIL	400
Catherine McIlraith	640	580	NIL	NIL	1,220
Jean-Louis Savoye Note 2	400	NIL	NIL	NIL	400
Aisha C. Timol	640	200	350	NIL	1,190
Xavier Thiéblin	400	NIL	150	NIL	550

Note 1: *The Board Chair also received travelling allowance of MUR 1.47M in addition to the above.*

Note 2: *Payment to Di Cirne Holding Ltd.*

Note 3: *Fixed remuneration only.*

Note 4: *Variable remuneration (attendance fee).*

Non-executive directors have not received remuneration in the form of share options or bonuses associated with organisational performance. The executive directors of CIEL are remunerated by CIEL Corporate Services Ltd (a wholly owned subsidiary of CIEL), with which CIEL holds an agreement for the provision of combined corporate services and strategic support.

The remuneration and benefits paid to the executive directors are made up of a basic pay and an incentive scheme linked to (i) market capitalisation growth with an annual high watermark principle, (ii) annual ordinary dividend pay-out and (iii) Group profit after tax.

The main objective of the scheme is to motivate the executives towards increasing the total value of the Company and reward them for the creation of long-term value. This bonus may be payable partly in cash and partly in ordinary shares of the Company.

For the financial year ended 30 June 2024, the remuneration and benefits received, or due and receivable to the executive directors, amounts to MUR 87.7M. The remuneration of the executive directors has not been disclosed individually due to its commercially sensitive nature.

The Board Chair is not entitled to an incentive scheme.

Audit & Risk
Oversight and Effectiveness

Please refer to Enhancing Business Resilience section of this report.

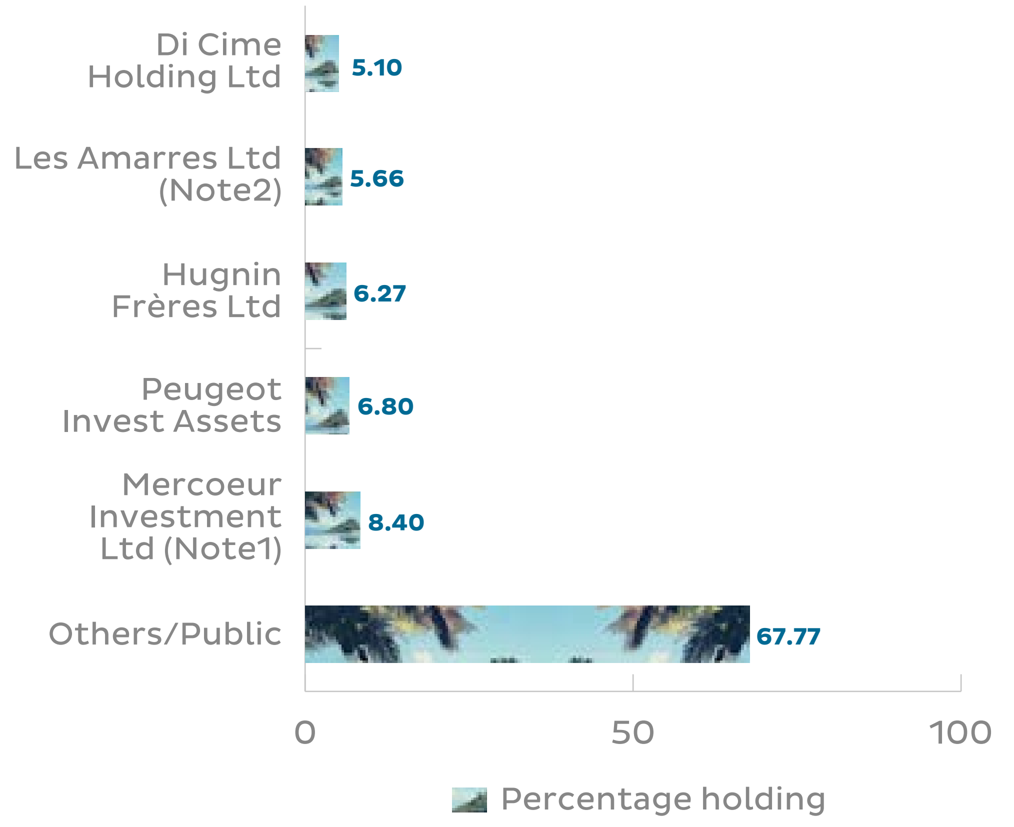
Relations with **Shareholders, Stakeholders, Sustainability & Inclusiveness**

Shareholding Structure as at 30 June 2024

As at 30 June 2024, CIEL had in issue (i) 1,689,901,209 Ordinary Shares (of which 340,567 were held as treasury shares) and (ii) 3,008,886,600 Redeemable Restricted A Shares ("RRAS"). In accordance with the Listing Rules of the SEM, more than 25% of the shareholding of CIEL is in the hands of the public.

Ordinary shares represent 35.96% of the total voting rights of CIEL (Ordinary + RRAS).

Shareholders holding > 5% of the Ordinary Shares



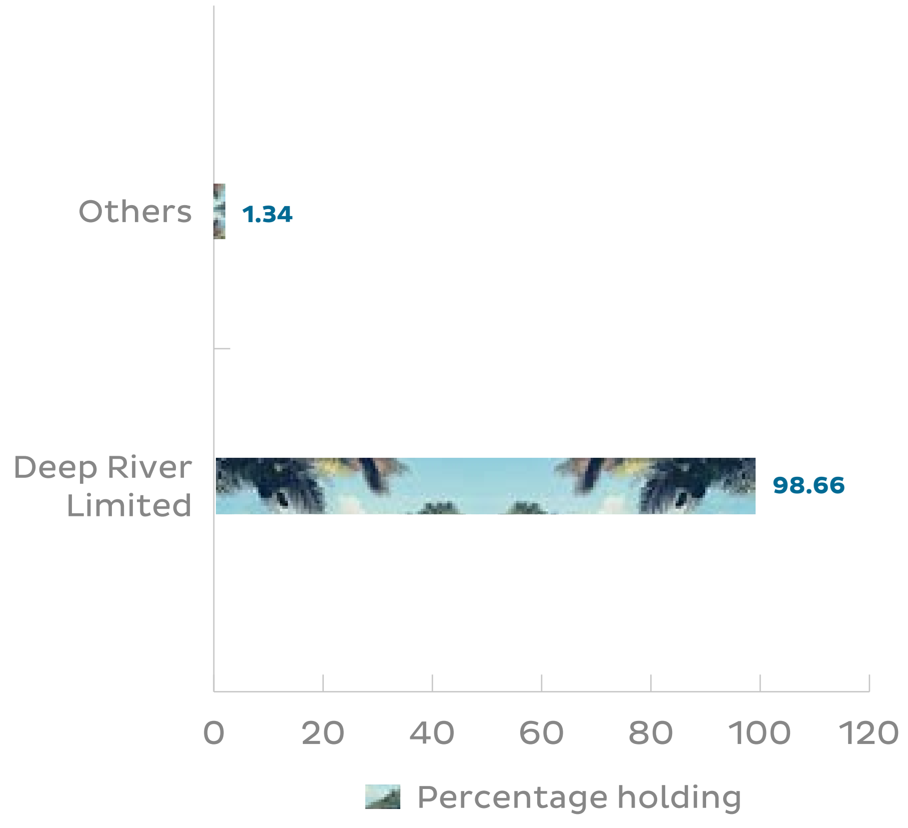
Note 1: *In addition to the above shareholding of Mercoeur Investment Ltd, P. Arnaud Dalais also holds shares in his personal name, bringing the total shareholding of his family in CIEL to 8.42% of the ordinary shares.*

Note 2: *In addition to the above shareholding of Les Amarres Ltd, Jean-Pierre Dalais also holds shares directly and indirectly, bringing the total shareholding of his family in CIEL to 6.18% of the ordinary shareholding.*

Ordinary Shares Hold voting rights, Listed on SEM, Entitled to Dividends

RRAS represent 64.04% of the total voting rights of CIEL (Ordinary + RRAS).

Shareholders holding > 5% of RRAS



Note: *Deep River Limited is controlled by Deep River Holding Limited (a family holding enterprise)*

RRAS Hold voting rights, Not listed on the SEM, Not Entitled to Dividends

Common Directors within the Holding Structure

Directors	Mercoeur Investment Ltd	Peugeot Invest Assets	Hugnin Frères Ltd	Di Cirne Holding Ltd	Les Amarres Ltd	Deep River Ltd	Deep River Holding Ltd
P. Arnaud Dalais	C					C	C
Sébastien Coquard		N					
Guillaume Dalais	D					D	D
Jean-Pierre Dalais					D	D	D
Marc Dalais						D	D
R. Thierry Dalais						D	D
M. A. Louis Guimbeau						D	
Roger Espitalier Noël			C			D	D
Jean-Louis Savoye				N			
Xavier Thiéblin						D	

C – Chair | D – Director | N – Nominee

Relations with **Shareholders, Stakeholders, Sustainability & Inclusiveness** (cont'd)

Directors' Interests in the Shareholding of CIEL as at 30 June 2024

	Direct No. of Ordinary Shares	Indirect No. of Ordinary Shares
P. Arnaud Dalais	401,754	141,926,199
Sébastien Coquard	Nil	Nil
Guillaume Dalais	-	142,523,528
Jean-Pierre Dalais	2,494,810	101,984,815
Marc Dalais	1,115,554	14,199,966
R. Thierry Dalais	Nil	38,819,460
L. J. Jérôme De Chasteauneuf	1,423,937	11,064,698
Roger Espitalier Noël	Nil	1,235,016
M. A Louis Guimbeau	7,200,000	Nil
Marc Ladreit De Lacharrière	Nil	50,263,138
J. Harold Mayer	3,517,694	Nil
Catherine McIlraith	Nil	Nil
Jean-Louis Savoye	Nil	Nil
Xavier Thiéblin	Nil	36,963,500
Aïsha C. Timol	21,715	17,776
Alternate Director		
Jacques Toupas	Nil	Nil

Transactions during the Financial Year	Direct No. of Ordinary Shares	Indirect No. of Ordinary Shares
P. Arnaud Dalais	-	3,637,219
Jean-Pierre Dalais	1,000,322	5,615,619
Guillaume Dalais	(603,860)	4,241,079
L. J. Jérôme De Chasteauneuf	414,722	-
M. A Louis Guimbeau	(800,000)	-

The following Directors of CIEL hold shares in Deep River Limited:

Shareholding as at 30 June 2024	Direct No. of Redeemable B Shares	Indirect No. of Redeemable B Shares
M. A. Louis Guimbeau	32,000,000	Nil
Xavier Thiéblin	Nil	124,946,000

The following Directors of CIEL hold shares in Deep River Holding Limited:

Shareholding as at 30 June 2024	Direct No of Redeemable Shares	Indirect No of Redeemable Shares
P. Arnaud Dalais	Nil	468,852,228
Jean-Pierre Dalais	Nil	279,817,780
Marc Dalais	Nil	56,336,464
R. Thierry Dalais	Nil	155,277,840
Roger Espitalier Noël	Nil	1,638,080

Relations with **Shareholders, Stakeholders, Sustainability & Inclusiveness** (cont'd)

Sustainability

The Journey

From 2014 to 2020, the sustainability of the Group was under the purview of a Board committee. As at September 2020, its responsibilities were delegated to a committee under CIEL Group's management (CIEL Sustainability Committee)*. This committee comprises of key representatives of the Group Sustainability, HR, Foundation and Communication departments, as well as the clusters' sustainability champions. It sets the Group's direction, agrees on common strategy and policies, and reports up to twice annually to the Board, for information and validation. The committee also upholds and supports the implementation of the Group's sustainability strategy across the clusters, monitors progress and impacts of sustainability projects. Working groups are further set-up to advise the committee on the implementation of specific strategic goals.

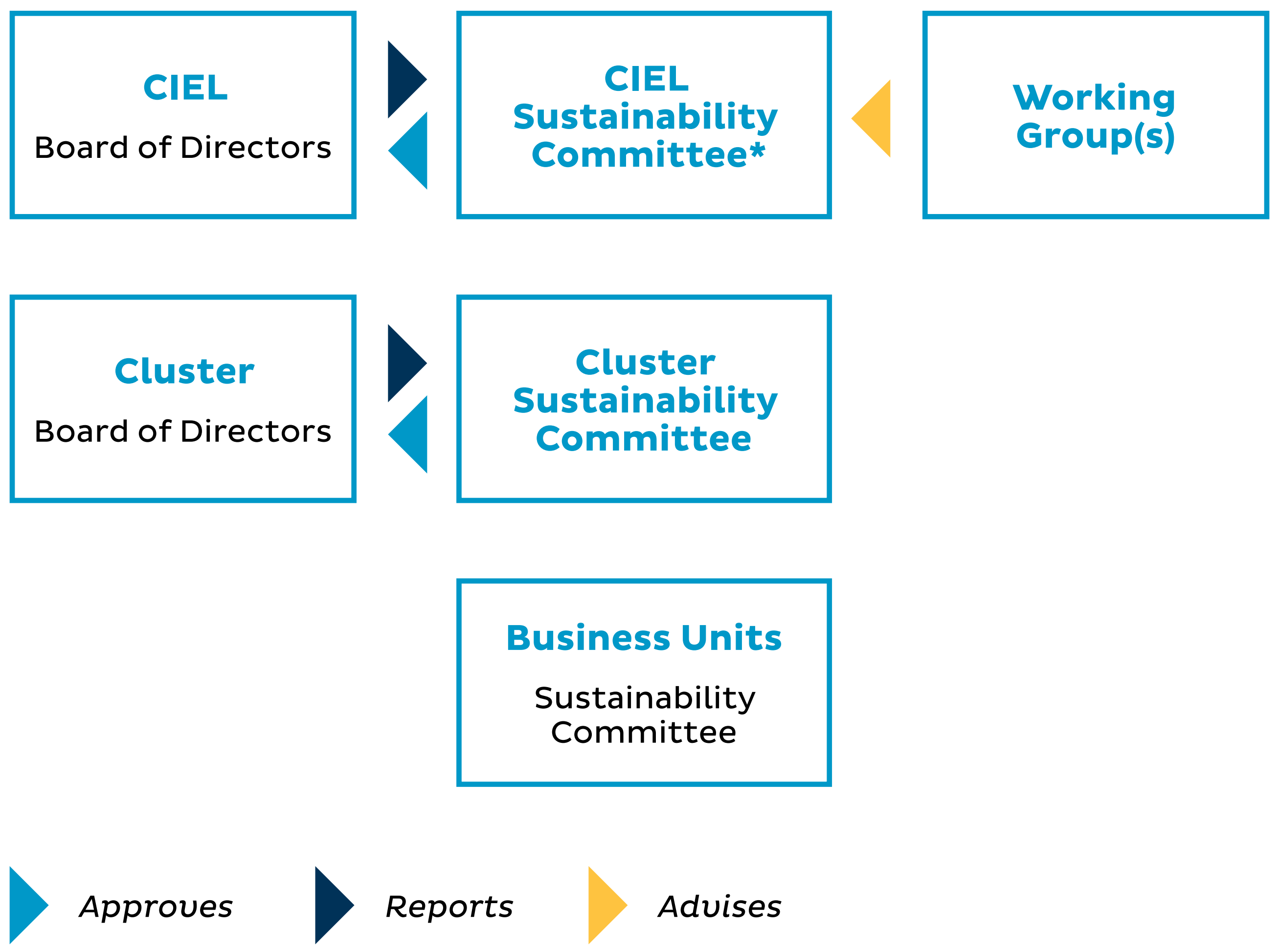
Sustainability Policy & Strategy

CIEL is committed to implement Environmental, Social and Governance (ESG) considerations across its clusters. CIEL strives to reduce its environmental impact and continuously improves environmental performance and social impact as an integral part of long-term strategies and operating methods. CIEL also pursues good governance and risk management as key enablers to achieve long-term value creation.

The CIEL Sustainability Policy encompasses the policy principles and the CIEL Corporate Sustainability Framework, which integrates scope of application, definition of responsibilities, and review process. The policy is considered in conjunction with the Group Sustainability Strategy 2020-2030.

The CIEL Sustainability Strategy 2020-2030, initially endorsed by the Board in 2020, was reviewed in 2024. The review was driven by the need to adapt to evolving opportunities, risks, regulatory changes, and international industry best practices. The review process involved multiple working sessions with key stakeholders from across the Group, followed by a final validation at the CIEL Sustainability Forum with Group and cluster CEOs and CFOs. The updated strategy prioritises KPIs relevant to each cluster activity, aligning with the latest developments and ensuring continued relevance and effectiveness.

Sustainability Governance Structure



Responsibilities

CIEL Sustainability Committee	Cluster Sustainability Committee	Business Units Sustainability Committee
• Coordinate and support implementation of the CIEL Sustainability Strategy 2020-2030 • Manage the online platform for data collection • Support CIEL clusters for implementation • Nurture the sustainability champion network • Report to the CIEL Board of Directors on progress	• Establish &/or maintain sustainability governance across operations • Follow and report on IFC performance standards through online platform • Adopt and implement cluster sustainability strategy and action plan in line with CIEL Sustainability Strategy 2020-2030 • Report on progress through Online Platform and agreed list of non-financial KPIs • Adopt and comply with common policies	• Coordinate and support implementation of actions agreed during Cluster Sustainability Committee • Identify and implement relevant actions towards achievement of sustainability goals, in accordance with Group and Cluster strategies • Devise appropriate means to collect data and assign KPI collection responsibilities • Ensure day to day compliance to applicable laws adoption and compliance to policies and best practices

Stakeholder **Engagement Matrix**

For the full Group Stakeholder Matrix, please refer to Driving Value Creation Through Excellence section of this report.

Relations with **Shareholders, Stakeholders, Sustainability & Inclusiveness** (cont'd)

Shareholders' Information and Calendar of Events

Event	Month
Financial year end	30 June
Annual Meeting of shareholders	December
Declaration/payment of dividend (conditional to approval by the Board):	June/July
Publication of first quarter results	November
Publication of half-yearly results	February
Publication of third quarter results	May
Publication of full year results	September

The shareholders were convened for the annual meeting on 12 December 2023. All resolutions were approved by the shareholders present and voting. Shareholders were also given an opportunity to ask questions.

The annual integrated report, which includes the notice of annual meeting, may also be viewed on the Company's website.

Shareholders' Agreements

Following a private placement completed in May 2014, the Company entered into shareholders' agreements with several key strategic investors, which included amongst other provisions customary reserved matters, board and sub-committees' seats and tag along rights.

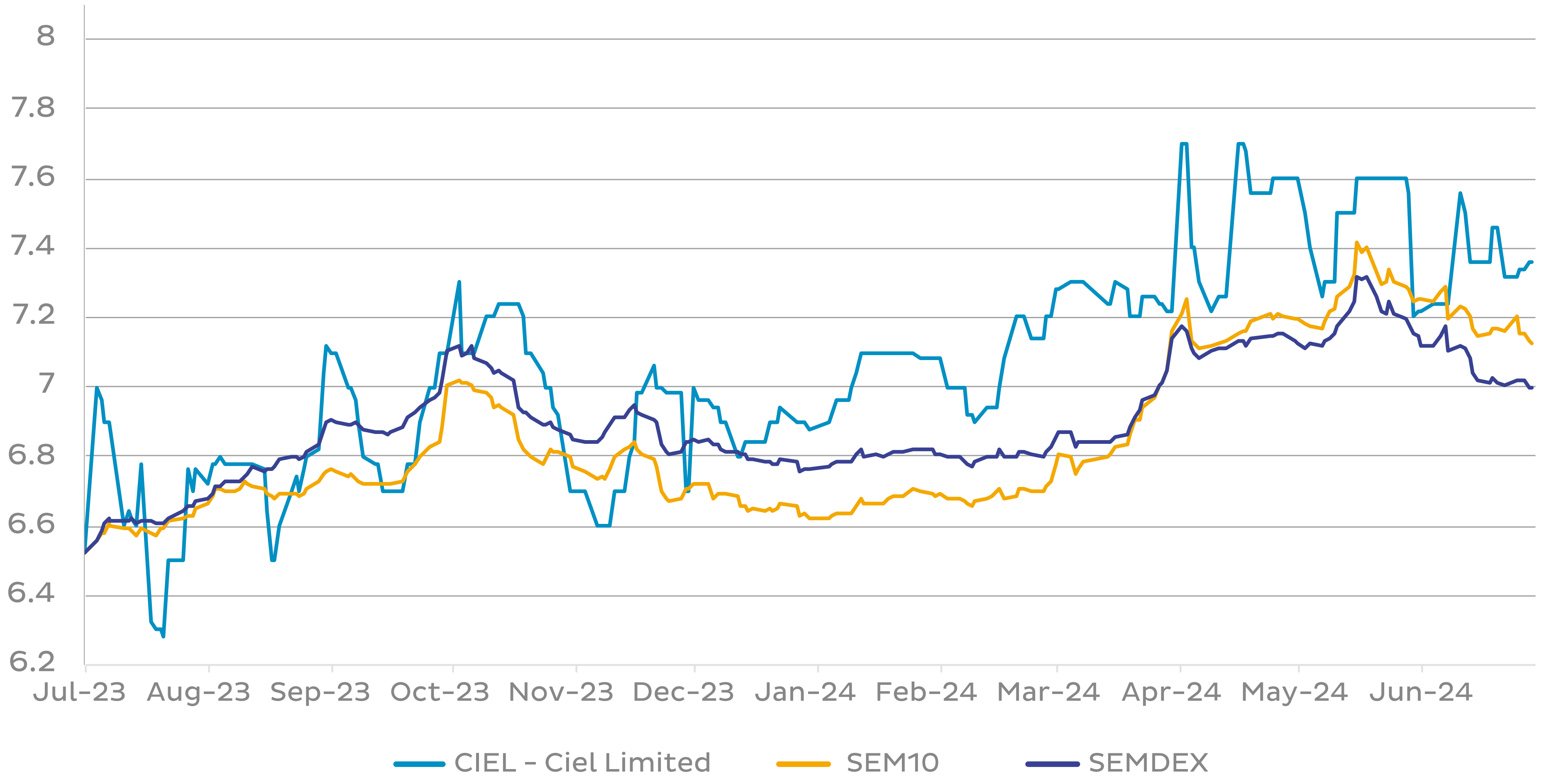
Related Parties' Agreements

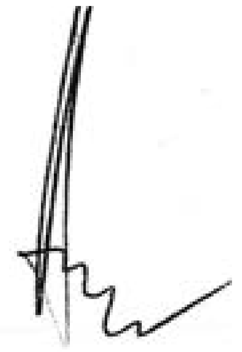
- CIEL holds an agreement with CIEL Corporate Services Ltd ("CCS") (CIEL Head Office) for the provision of strategic support & Group strategy harmonisation, legal, company secretarial and payroll services to the companies of the Group. Amount paid to CCS for the financial year ended 30 June 2024 - MUR 55.4M.
- CIEL holds a treasury agreement with Azur Financial Services Ltd (a subsidiary of CIEL) for the provision of cash management services, treasury advisory services and foreign exchange & money market brokerage services to the Group. CIEL pays a fixed monthly fee for the cash management together with a variable fee, based on the volume of intercompany transactions processed by Azur Financial Services Ltd for the Group. Amount paid to Azur Financial Services Ltd for the financial year ended 30 June 2024 - MUR 1.3M.
- CIEL holds an agreement with Deep River Ltd ("DRL") for the provision of strategic support & Group strategy. Amount paid to CCS for the financial year ended 30 June 2024 - MUR 925k.

Dividend

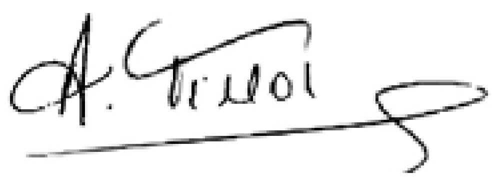
Dividend Policy - A minimum of 75% of net profits after tax of the Company, depending on the cash flow and financial needs. A dividend of MUR 0.32 per ordinary share was declared by the board on 28 June 2024 (2023: MUR 0.28).

Share Price Movement





P. Arnaud Dalais
Board Chair



Aïsha C. Timol
Director

27 September 2024

Board of Directors' Statements
1. Other Statutory Disclosures

(Pursuant to Section 221 of the Mauritius Companies Act 2001)

Nature of Business

CIEL Limited ("CIEL" or the "Company") is an international Mauritian group listed on the Stock Exchange of Mauritius. It qualifies as a reporting issuer under the Securities Act 2005 and as a public interest entity under the Financial Reporting Act 2004. CIEL invests and operates in six strategic sectors in Mauritius, Africa and Asia, namely: **CIEL Textile, CIEL Finance, CIEL Healthcare, CIEL Hotels & Resorts, CIEL Property and CIEL Agro.**

Composition of the Board

The names of the persons holding office as directors of CIEL have been provided in the report on corporate governance section.

Directors of Subsidiaries

Directors of subsidiaries as at 30 June 2024 are listed under Appendix A.

Shareholding Profile as at 30 June 2024

Ownership by Size of Shareholding	Ordinary Shares		
	Shareholder Count	Number of Shares	Percentage Held
1 - 500	1,153	209,250	0.0124
501 - 1,000	314	251,853	0.0149
1,001 - 5,000	693	1,800,198	0.1065
5,001 - 10,000	329	2,463,705	0.1458
10,001 - 50,000	724	18,094,449	1.0710
50,001 - 100,000	250	17,968,329	1.0635
100,001 - 250,000	312	49,510,092	2.9304
250,001 - 500,000	108	38,142,571	2.2575
500,001 and above	250	1,561,120,195	92.3980
Total	**4,133**	**1,689,560,642**	**100**

Ownership by Category of Shareholding	Ordinary Shares		
Category	Shareholder Count	Number of Shares	Percentage Held
Individuals	3,648	506,858,212	29.9994
Insurance and Assurance companies	35	83,587,825	4.9473
Investment and Trust companies	30	183,986,546	10.8896
Pensions and Provident funds	46	141,516,927	8.3760
Other Corporate Bodies	374	773,611,132	45.7877
Total	**4,133**	**1,689,560,642**	**100**

The above number of shareholders is indicative due to consolidation of multi portfolios for reporting purposes. The total number of active shareholders as at 30 June 2024 was 4,133.

Retirement Benefit Obligations

The details of the total amount of provisions booked or otherwise recognised by the Company are provided in the financial statements.

Major Transactions

During the financial year, CIEL did not enter into any major transaction, as defined under section 130 (2) of the Companies Act 2001. The following subsidiary of CIEL however entered into major transactions during the financial year ended 30 June 2024:

LP Residences Ltd: Facility agreement of Rs 1.2 billion with SBM Bank (Mauritius) Ltd.

Directors' Remuneration and Benefits

The table below depicts the total directors' remuneration and benefits paid to the Executive and Non-Executive Directors of CIEL for the financial year ended 30 June 2024.

	The Company	Subsidiaries
	2024 MUR'000	2024 MUR'000
Directors of the Company		
Executive Directors	-	87,667
Non-Executive Directors	8,784	3,594
Independent Directors	2,410	NIL

Audit Fees and Donations

Audit fees and donations paid by the Company and its subsidiaries are listed under Appendix B.

Related Party Transactions

Transactions with related parties are disclosed in the financial statements.

Contract of Significance

There were no contracts of significance subsisting during or at the end of the year in which a director of the Company is or was materially interested, either directly or indirectly.

Board of Directors' Statements (cont'd)

2. Statement of Directors' Responsibilities

(In Respect of Financial Statements)

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable laws and regulations. Company law requires the directors to prepare Financial Statements in accordance with IFRS Accounting Standards for each financial year, which present fairly the financial position, financial performance and cash flows of the Group and the Company.

The directors confirm that, in preparing the financial statements, they must:

- Select suitable accounting policies and then apply them consistently.
- Make judgements and accounting estimates that are reasonable and prudent.
- State that IFRS Accounting Standards have been adhered to, subject to any material departures being disclosed and explained in the financial statements.
- Prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Group and the Company will continue in business.
- Ensure application of the Code of Corporate Governance ("Code") and provide reasons in case of non-application with the Code.

The directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Group and Company to enable them to ensure that the financial statements comply with the Mauritius Companies Act 2001, IFRS Accounting Standards. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors hereby confirm that they have complied with the above requirements in preparing the Company's financial statements.

3. Statement of Compliance

(Section 75 (3) of the Financial Reporting Act 2004)

Name of Public Interest Entity ("PIE"): CIEL Limited ("CIEL"/"the Company")

Reporting Period: 30 June 2024

On behalf of the Board of Directors of CIEL, we confirm, to the best of our knowledge, that throughout the financial year ended 30 June 2024 and to the best of the Board's knowledge, the Company complied with the obligations and requirements of The National Code of Corporate Governance for Mauritius (2016), except with the following:

Principle 4 – Remuneration of Directors

The reason for non-compliance has been disclosed under Directors Remuneration and Benefits in the corporate governance report.

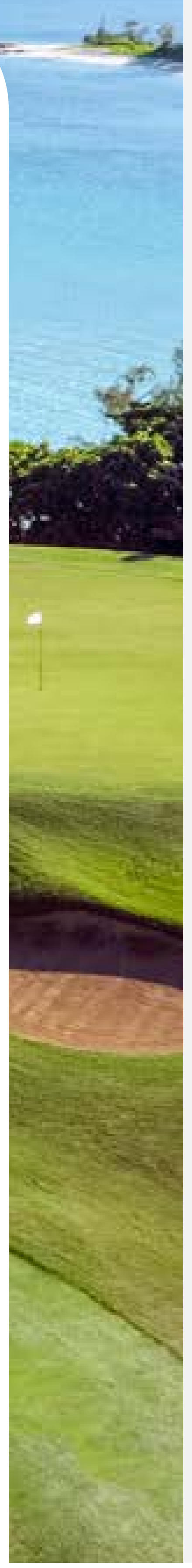
P. Arnaud Dalais

Board Chair

Aïsha C. Timol

Director / Chair of the Corporate Governance, Ethics and Nomination Committee

27 September 2024



Certificate from the **Company Secretary**

In our capacity as Company Secretary of CIEL Limited ("the Company"), we hereby confirm that, to the best of our knowledge and belief, the Company has filed with the Registrar of Companies as at 30 June 2024, all such returns as are required for a company in terms of the Mauritius Companies Act 2001, and that such returns are true, correct and up to date.

Clothilde de Comarmond, ACG

Per CIEL Corporate Services Ltd
Group Company Secretary

27 September 2024

Corporate **Information**

Company Secretary

CIEL Corporate Services Ltd
5^{th} Floor, Ebène Skies
Rue de l'Institut, Ebène
Republic of Mauritius
Tel: +230 404 2200
Fax: +230 404 2201

Website

www.cielgroup.com

Business Registration Number

C06000717

Registrar & Transfer Office

If you are a shareholder and have queries regarding your account, wish to change your name and address, or have questions about lost certificates, share transfers or dividends, please contact our Registrar & Transfer Office:

MCB Registry & Securities Ltd
2^{nd} Floor, MCB Centre
9-11 Sir William Newton Street, Port Louis
Republic of Mauritius
Tel: +230 202 5397
Fax: +230 208 1167

External Auditor

PricewaterhouseCoopers Ltd
PwC Centre, Avenue de Telfair
Telfair 80829, Moka,
Republic of Mauritius
www.pwc.com/mu

Registered Office/Investor Relations

CIEL Head Office
5^{th} Floor, Ebène Skies
Rue de l'Institut, Ebène
Republic of Mauritius
Tel: +230 404 2200
Fax: +230 404 2201

Internal Auditor

Ernst & Young
Level 6, Icon Ebène
Rue de L'Institut, Ebène, Mauritius
Republic of Mauritius

Main Bankers

The Mauritius Commercial Bank Ltd
Bank One Limited

Legal Advisers

ENSafrica (Mauritius)

Notary

Etude Montocchio – d'Hotman

Measuring our
Performance

Independent Auditor's Report
To the Shareholders of CIEL Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Our Opinion

In our opinion, the consolidated and separate financial statements give a true and fair view of the financial position of CIEL Limited (the "Company") and its subsidiaries (together the "Group") and of the Company standing alone as at 30 June 2024, and of their financial performance and their cash flows for the year then ended in accordance with IFRS Accounting Standards and in compliance with the Mauritian Companies Act 2001.

What we have audited

The consolidated and separate financial statements of CIEL Limited set out on pages 121 to 224 comprise:

- the consolidated and separate statements of financial position as at 30 June 2024;
- the consolidated and separate statements of profit or loss and other comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the financial statements, which include material accounting policy and information and other explanatory information.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements" section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (the "IESBA Code"). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Company	
Valuation of Investments in subsidiary companies, associate, joint venture and other financial assets	
The Company carries its investments in subsidiary companies, joint venture, associate and other financial assets at fair value in its separate financial statements. As disclosed in notes 12, 13, 14 and 15 of the financial statements, the Directors apply different approaches to estimate the fair values of the investments.	For the more judgmental valuations, which may depend on unobservable inputs, we evaluated the assumptions, methodologies and models used by the Company. We involved our valuation experts to perform an independent valuation of a sample of assets, in order to assess whether management's valuations were within a reasonable range of outcomes in the context of the inherent uncertainties disclosed in the financial statements. For the rest of our balances, our valuation experts reviewed the appropriateness of the methodologies and data inputs used in the context of the relevant investments held. We validated the accuracy and reliability of the data inputs to the underlying sources.
The measurement of the Company's investments at fair value was a key area of audit focus owing to the magnitude, the estimation uncertainties in the assumptions, and the degree of judgement required from the Directors, particularly in the context of economic uncertainty.	We assessed the adequacy of disclosures in the financial statements in relation to key assumptions and judgements in the estimation of fair values
Group	
Determination of the expected credit loss on loans and advances carried at amortised cost	
The Group applied IFRS 9 *'Financial Instruments'* which requires the recognition of Expected Credit Losses ('ECL') on its financial instruments. As explained in note 45 of the financial statements, the ECL impairment model required the use of complex models and significant assumptions about future economic conditions and credit behaviour, particularly for the Group's banking segment, which mainly consists of BNI Madagascar SA (the 'Bank'). The Directors exercised significant judgements in respect of: (a) Accounting interpretations, modelling assumptions and data used to build the ECL model.	We obtained an understanding and tested the relevant controls relating to the approval of credit facilities, subsequent monitoring and remediation of exposures and key system reconciliations. We critically assessed the methodology applied to determine the PD, LGD and EAD used to compute the ECL against the prerequisites of IFRS 9 and the Bank's internal policies. We challenged the appropriateness of the parameters and significant assumptions,including forward-looking information, incorporated into the ECL model, by benchmarking these against independent external sources.

Independent Auditor's Report
To the Shareholders of CIEL Limited (Continued)

Report on the Audit of the Consolidated and Separate Financial Statements (Cont'd)

Key audit matter	How our audit addressed the key audit matter
Group	
(b) Allocation of assets to stages 1, 2 and 3 using criteria in accordance with IFRS9, including the triggers for an asset moving between stages. (c) Identification of instruments that have experienced a significant increase in credit risk. (d) Assumptions used in the ECL model to estimate the probability of default ("PD"), exposure at default ("EAD") and loss given default ("LGD"). (e) Appropriateness of the economic scenarios determined by management, the probability weights assigned to each, and the inputs and assumptions used to estimate their impact. (f) Incorporation of forward-looking information reflecting potential future economic events in the ECL model. Due to the significance of the portfolio of loans and advances and the significant estimates and judgement applied in the determination of expected credit losses, this was considered to be a key audit area.	We analysed the assets of the Bank in stages 1, 2 and 3, on a sample basis, to assess if they were allocated to the appropriate stage in line with the Bank's set criteria. We validated a sample of critical data elements used as input to determine the PD, LGD and EAD to relevant source documentation. We performed risk-based substantive testing of the ECL model by independently re-building certain assumptions and comparing the ECL output of the Bank to our own calculated expectations as determined by applying the Bank's model methodology to the underlying data. We assessed the adequacy of the financial statement disclosures against the requirements of IFRS9 to ensure that these appropriately reflect the Bank's credit risk exposures. We assessed the reasonableness of the management overlay applied on the provision.
Group **Impairment of goodwill**	
As disclosed in note 11 of the financial statements, the Group has goodwill amounting to MUR **1.3Bn** (2023: MUR 1.3Bn) for which it has concluded that no impairment exists as of 30 June 2024 (2023: Nil). The Directors assessed the recoverable amount of the goodwill using a discounted cash flow model to determine the recoverable amount of the cash generating unit (CGU) to which the goodwill relates. This requires the use of a number of key assumptions and judgements, including the estimated future cash flows, long-term growth rates, profitability levels and discount rates applied.	We obtained an understanding of the key controls relating to the impairment review process for the different CG Us. We assessed the validity of the assumptions used in the cash flow models by comparing these assumptions to our independently derived expectations which are based on the historical performance of the business as well as the expectations for the market in which the CGU operates. We compared the budgeted figures used in the cash flow model to historical performance of the individual CGUs to assess the reasonableness of the forecasted cash flows. We evaluated the reasonableness of the terminal growth rates based on expected market long-term growth rates

Key audit matter	How our audit addressed the key audit matter
Group	
This was an area of focus considering the significance of the amounts involved and the level of judgement and estimation required from the Directors.	We compared, on a sample basis, the rates used in the cash flow models to a range of discount rates independently calculated by us based on the markets in which the CGU operates and taking into account the nature of the CGUs. We verified the mathematical accuracy of the models. We assessed whether appropriate disclosures were made by the Directors in the financial statements.
Group **Valuation of land and buildings**	
As disclosed in note 9(a) of the financial statements and as at 30 June 2024, the Group has land and buildings amounting to MUR **24.38Bn** (2023: MUR 23.9Bn) included as part of its property, plant and equipment in the consolidated statement of financial position. The fair value gain recorded in the current financial year amounts to **MUR 174m** (2023: MUR 1.9Bn). It is the Group's policy that land and buildings are stated at fair value based on periodic valuations (at least every three years), conducted by an independent external valuer. A desktop valuation has been carried out during the year ended 30 June 2024. The fair value was determined in line with IFRS 13 to which certain valuation methods are subscribed to determine the fair value. The fair values are computed by the external valuer using factual information and professional judgement concerning market conditions and factors impacting the individual properties. The fair value of land and buildings was considered as a key audit matter due to its significance on the consolidated statement of financial position and due to the fact that it is inherently subjective as it involves significant estimates and judgement which might materially affect the carrying value of the revalued assets. Refer to note 2.2 of the financial statements for details on these estimates and judgements.	We evaluated the design effectiveness of the Group's key controls to address the risk over the valuation of land and buildings. We assessed the competence, experience, independence, and integrity of the external valuation experts. We assessed the appropriateness of the valuation methodology used by the external valuers for determining the fair value of land and buildings of the Group. We discussed and challenged key inputs and assumptions used by the external valuers. With the assistance of our valuation experts. we assessed the reasonableness of the fair values attributed to the different properties of the Group and the significant assumptions used by the external independent valuer in this exercise by benchmarking against relevant available industry data related to the increase in construction costs and inflation. We evaluated whether disclosures in the financial statements relating to the fair value of land and buildings were in accordance with IFRS Accounting Standards.

Independent Auditor's Report
To the Shareholders of CIEL Limited (Continued)

Report on the Audit of the Consolidated and Separate Financial Statements (Cont'd)

Other Information

The directors are responsible for the other information. The other information comprises the corporate governance report, the board of directors' statements, the certificate from the company secretary, the corporate information, Appendix A and Appendix B but does not include the consolidated and separate financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report and other reports, which are expected to be made available to us after that date.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the other reports not yet received (About Ciel, Governance and Leadership, Strategy and Performance), if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS Accounting Standards and in compliance with the Mauritian Companies Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and/or the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for overseeing the Group's and Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and/or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

Independent Auditor's Report
To the Shareholders of CIEL Limited (Continued)

Report on the Audit of the Consolidated and Separate Financial Statements (Cont'd)

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Mauritian Companies Act 2001

The Mauritian Companies Act 2001 requires that in carrying out our audit we consider and report to you on the following matters. We confirm that:

(a) we have no relationship with or interests in the Company or any of its subsidiaries other than in our capacity as auditor, tax and business advisors of the Company and some of its subsidiaries and dealings in the ordinary course of business;

(b) we have obtained all the information and explanations we have required; and

(c) in our opinion, proper accounting records have been kept by the Company as far as appears from our examination of those records.

Mauritian Financial Reporting Act 2004

Our responsibility under the Mauritian Financial Reporting Act 2004 is to report on the compliance with the Code of Corporate Governance ("Code") disclosed in the Corporate Governance Report and assess the explanations given for non-compliance with any requirement of the Code. From our assessment of the disclosures made on corporate governance in the Corporate Governance Report, the Company has, pursuant to section 75 of the Mauritian Financial Reporting Act 2004, complied with the requirements of the Code.

Other Matter

This report, including the opinion, has been prepared for and only for the Company's shareholders, as a body, in accordance with Section 205 of the Mauritian Companies Act 2001 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

PricewaterhouseCoopers

PricewaterhouseCoopers

Robert Coutet, licensed by FRC

27 September 2024

Consolidated and Separate **Statements of Profit or Loss and Other Comprehensive Income**

Year ended 30 June 2024

	Notes	THE GROUP 2024 MUR' 000	THE GROUP 2023 MUR' 000	THE COMPANY 2024 MUR' 000	THE COMPANY 2023 MUR' 000
Revenue	4	**35,175,746**	35,408,595	**955,376**	895,747
Earnings before interest, tax, depreciation, amortisation and expected credit losses	5(a)	**7,479,966**	7,084,215	**764,445**	779,005
Depreciation and amortisation	7(c)	**(1,556,658)**	(1,392,813)	**-**	-
Earnings before interest, tax and expected credit losses		**5,923,308**	5,691,402	**764,445**	779,005
Expected credit losses	7(b)	**(171,280)**	(354,414)	**-**	-
Finance costs	6	**(1,210,087)**	(1,114,371)	**(148,229)**	(156,360)
Finance income	6	**334,790**	302,820	**4,246**	1,048
Share of results of associates and joint ventures	7(d)	**1,037,436**	605,027	**-**	-
Profit before income tax		**5,914,167**	5,130,464	**620,462**	623,693
Income tax expense	35	**(876,119)**	(828,440)	**-**	(35)
Profit for the year		**5,038,048**	4,302,024	**620,462**	623,658
Profit attributable to:					
Owners		**2,807,431**	2,653,326	**620,462**	623,658
Non-controlling interests		**2,230,617**	1,648,698	**-**	-
		5,038,048	4,302,024	**620,462**	623,658

The notes on pages 126 to 224 form an integral part of these financial statements.

	Notes	THE GROUP 2024 MUR' 000	THE GROUP 2023 MUR' 000	THE COMPANY 2024 MUR' 000	THE COMPANY 2023 MUR' 000
Profit for the year (Cont'd)		**5,038,048**	4,302,024	**620,462**	623,658
Other comprehensive income:					
Items that will not be reclassified to profit or loss:					
Share of other comprehensive income of associates and joint ventures	7(d)	**66,538**	(33,281)	**-**	-
Gain on revaluation of land and buildings	9	**173,785**	1,934,926	**-**	-
Deferred income tax on gain on revaluation of land and buildings	30(c)	**(29,536)**	(240,116)	**-**	-
Remeasurements of post-employment benefit obligations	31	**(181,631)**	(56,743)	**-**	-
Deferred income tax on remeasurements of post-employment benefit obligations	30(c)	**26,614**	11,547	**-**	-
Change in the fair value of equity instruments at fair value through other comprehensive income	27(b)	**(33,283)**	1,154	**3,418,343**	(2,616,135)
Items that may be reclassified to profit or loss:					
Currency translation differences		**324,989**	(325,815)	**-**	-
Cash flow hedges		**(66,113)**	(297,724)	**-**	-
Deferred income tax on cash flow hedges	30(c)	**(635)**	3,563	**-**	-
Other comprehensive income for the year, net of tax		**280,728**	997,511	**3,418,343**	(2,616,135)
Total comprehensive income for the year from continuing operations		**5,318,776**	5,299,535	**4,038,805**	(1,992,477)
Total comprehensive income for the year attributable to:					
Owners		**2,953,311**	3,363,843	**4,038,805**	(1,992,477)
Non-controlling interests		**2,365,465**	1,935,692	**-**	-
		5,318,776	5,299,535	**4,038,805**	(1,992,477)
Basic and diluted earnings per share (MUR)	8	**1.66**	1.57	**0.37**	0.37

The notes on pages 126 to 224 form an integral part of these financial statements.

Consolidated and Separate **Statements of Financial Position**

Year ended 30 June 2024

	Notes	THE GROUP 2024 MUR' 000	THE GROUP 2023 MUR' 000	THE COMPANY 2024 MUR' 000	THE COMPANY 2023 MUR' 000
Non-current assets					
Property, plant and equipment	9	**29,164,125**	27,935,800	**-**	-
Right-of-use assets	16	**3,155,561**	3,099,107	**-**	-
Investment properties	10	**3,536,722**	3,638,503	**-**	-
Intangible assets	11	**1,514,474**	1,405,183	**-**	-
Investments in subsidiary companies	12	**-**	-	**24,359,659**	20,972,806
Investments in joint ventures	13	**2,787,035**	2,674,167	**150,000**	166,500
Investments in associates	14	**4,553,542**	3,894,444	**161,002**	113,430
Investments in other financial assets	15	**437,899**	471,130	**34,502**	33,534
Loans and advances to customers	22	**16,753,133**	12,838,251	**-**	-
Investments in securities	24	**6,350,770**	3,082,159	**-**	-
Other receivables	17	**488,199**	67,482	**-**	56,048
Deferred income tax assets	30	**148,302**	370,974	**-**	-
		68,889,762	59,477,200	**24,705,163**	21,342,318
Current assets					
Inventories	18	**4,815,754**	4,898,659	**-**	-
Trade and other receivables	19	**7,418,944**	8,226,809	**779,289**	653,107
Derivative financial instruments	42	**96,284**	147,235	**-**	-
Loans and advances to customers	22	**8,879,476**	10,714,652	**-**	-
Investments in securities	24	**2,062,460**	2,827,016	**-**	-
Current income tax assets	35	**142,819**	57,427	**-**	-
Cash and cash equivalents	20	**13,540,696**	11,709,452	**7,357**	42,927
		36,956,433	38,581,250	**786,646**	696,034
Total Assets		**105,846,195**	98,058,450	**25,491,809**	22,038,352

The notes on pages 126 to 224 form an integral part of these financial statements.

P. Arnaud Dalais
Board Chair

Aïsha C. Timol
Director

	Notes	THE GROUP 2024 MUR' 000	THE GROUP 2023 MUR' 000	THE COMPANY 2024 MUR' 000	THE COMPANY 2023 MUR' 000
Equity and Liabilities					
Capital and reserves					
Stated capital	25	**5,141,302**	5,141,302	**5,141,302**	5,141,302
Redeemable restricted A shares	26	**39,233**	39,233	**39,233**	39,233
Retained earnings		**8,304,168**	6,228,712	**2,644,349**	2,564,546
Revaluation, fair value and other reserves	27	**6,624,441**	6,414,180	**14,347,063**	10,883,067
Convertible bonds	23	**3,086,192**	3,086,192	**-**	-
		23,195,336	20,909,619	**22,171,947**	18,628,148
Less treasury shares	25	**(3,338)**	(14,460)	**(3,338)**	(14,460)
Owners' interest		**23,191,998**	20,895,159	**22,168,609**	18,613,688
Non-controlling interests		**10,525,388**	9,151,511	**-**	-
Total equity		**33,717,386**	30,046,670	**22,168,609**	18,613,688
Non-current liabilities					
Borrowings	29	**9,039,977**	10,196,104	**2,304,533**	2,604,533
Lease liabilities	16	**3,278,816**	3,235,076	**-**	-
Deferred income tax liabilities	30	**2,107,766**	2,216,367	**-**	-
Retirement benefit obligations	31	**942,779**	797,434	**-**	-
Deposits from customers	37	**41,234**	42,193	**-**	-
Provisions for other liabilities and charges	32	**28,534**	46,373	**-**	-
Other payables and deferred revenue	33	**265,145**	113,792	**-**	-
		15,704,251	16,647,339	**2,304,533**	2,604,533
Current liabilities					
Borrowings	29	**10,557,756**	7,623,412	**451,256**	326,842
Lease liabilities	16	**205,473**	181,472	**-**	-
Trade and other payables	34	**10,068,837**	10,825,256	**26,752**	20,174
Derivative financial instruments	42	**36,717**	34,707	**-**	-
Deposits from customers	37	**34,538,248**	31,691,375	**-**	-
Current income tax liabilities	35	**146,633**	244,394	**-**	38
Provisions for other liabilities and charges	32	**172,518**	89,664	**-**	-
Dividend payable	36	**540,659**	473,077	**540,659**	473,077
Other payables and deferred revenue	33	**157,717**	201,084	**-**	-
		56,424,558	51,364,441	**1,018,667**	820,131
Total Liabilities		**72,128,809**	68,011,780	**3,323,200**	3,424,664
Total Equity and Liabilities		**105,846,195**	98,058,450	**25,491,809**	22,038,352
Net asset value per share (MUR)	8	**13.73**	12.38	**13.12**	11.03

These financial statements have been approved for issue by the Board of Directors on 27 September 2024.

P. Arnaud Dalais
Board Chair

Aïsha C. Timol
Director

Consolidated Statements of **Changes in Equity**

Year ended 30 June 2024

THE GROUP	Notes	Stated capital	Redeemable Restricted A shares	Treasury shares	Fair value reserve	Revaluation and other reserves	Retained earnings	Convertible bonds	Total	Non controlling interest	Total equity
		Attributable to owners									
		MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000
Balance at 01 July 2023		5,141,302	39,233	(14,460)	142,669	6,271,511	6,228,712	3,086,192	20,895,159	9,151,511	30,046,670
Profit for the year		-	-	-	-	-	2,807,431	-	2,807,431	2,230,617	5,038,048
Other comprehensive income for the year		-	-	-	(34,328)	180,208	-	-	145,880	134,848	280,728
Total comprehensive income for the year		-	-	-	(34,328)	180,208	2,807,431	-	2,953,311	2,365,465	5,318,776
Issue of shares to non-controlling interest		-	-	-	-	-	-	-	-	35,877	35,877
Issue of treasury shares		-	-	11,122	-	-	-	-	11,122	-	11,122
		-	-	11,122	-	-	-	-	11,122	35,877	46,999
Transactions with owners in their capacity as owners											
Dividends		-	-	-	-	-	(540,659)	-	(540,659)	(975,652)	(1,516,311)
Other banking movements		-	-	-	-	132,982	(132,982)	-	-	-	-
Other movements		-	-	-	-	(68,601)	(58,334)	-	(126,935)	(51,813)	(178,748)
Total transactions with owners		-	-	-	-	64,381	(731,975)	-	(667,594)	(1,027,465)	(1,695,059)
Balance at 30 June 2024		5,141,302	39,233	(3,338)	108,341	6,516,100	8,304,168	3,086,192	23,191,998	10,525,388	33,717,386

The notes on pages 126 to 224 form an integral part of these financial statements.

Consolidated Statements of **Changes in Equity**

Year ended 30 June 2024

		Attributable to owners									
The Group	Notes	Stated capital	Redeemable Restricted A shares	Treasury shares	Fair value reserve	Revaluation and other reserves	Retained earnings	Convertible bonds	Total	Non controlling interest	Total equity
		MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000
Balance at 01 July 2022		5,141,302	39,233	(14,460)	142,128	5,301,206	4,293,631	2,812,392	17,715,432	8,667,888	26,383,320
Profit for the year		-	-	-	-	-	2,653,326	-	2,653,326	1,648,698	4,302,024
Other comprehensive income for the year		-	-	-	541	709,976	-	-	710,517	286,994	997,511
Total comprehensive income for the year		-	-	-	541	709,976	2,653,326	-	3,363,843	1,935,692	5,299,535
Transaction with Non-controlling interests		-	-	-	-	-	57,533	-	57,533	(909,137)	(851,604)
Issue of shares to non-controlling interest		-	-	-	-	-	-	-	-	5,000	5,000
		-	-	-	-	-	57,533	-	57,533	(904,137)	(846,604)
Transactions with owners in their capacity as owners											
Change in ownership interest		-	-	-	-	-	5,923	-	5,923	-	5,923
Dividends		-	-	-	-	-	(473,077)	-	(473,077)	(499,829)	(972,906)
Issue of convertible bonds	23	-	-	-	-	-	-	273,800	273,800	-	273,800
Interest on convertible bonds		-	-	-	-	-	(48,295)	-	(48,295)	(48,103)	(96,398)
Other banking movements		-	-	-	-	219,683	(219,683)	-	-	-	-
Other movements		-	-	-	-	40,646	(40,646)	-	-	-	-
Total transactions with owners		-	-	-	-	260,329	(775,778)	273,800	(241,649)	(547,932)	(789,581)
Balance at 30 June 2023		5,141,302	39,233	(14,460)	142,669	6,271,511	6,228,712	3,086,192	20,895,159	9,151,511	30,046,670

Other movements are mainly made up of:

(i) Statutory reserve which comprises the accumulated annual transfer of 15% of the net profit for the year in line with Article 41 of Ordinance n° 88-005 dated 15th April 1988 pertaining to the regulations applicable to the banking sector in Madagascar.

(ii) Movements in the General Banking Reserve is at the discretion of BNI Madagascar and the shareholders choose to increase the reserve by the profit for the year net of dividends payable and the amount transferred to statutory reserve.

Movement in reserves of joint venture are made up of:

(i) Statutory reserve movement which comprises the accumulated annual transfer of 15% of the net profit for the year of Bank One Ltd in line with Section 21(1) of the Mauritian Banking Act 2004.

(ii) General Banking reserve movement which comprises of provisions in line with the Bank of Mauritius macroprudential guidelines.

The notes on pages 126 to 224 form an integral part of these financial statements.

Separate Statements of **Changes in Equity**

Year ended 30 June 2024

THE COMPANY	Notes	Stated capital	Redeemable Restricted A shares	Treasury shares	Fair value and other reserves	Retained earnings	Total equity
		MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000
Balance at 1 July 2023		**5,141,302**	**39,233**	**(14,460)**	**10,883,067**	**2,564,546**	**18,613,688**
Profit for the year		-	-	-	-	**620,462**	**620,462**
Other comprehensive income for the year		-	-	-	**3,418,343**	-	**3,418,343**
Total comprehensive income for the year		-	-	-	**3,418,343**	**620,462**	**4,038,805**
Transactions with owners in their capacity as owners							
Issue of Shares		-	-	**11,122**	**45,653**	-	**56,775**
Dividends		-	-	-	-	**(540,659)**	**(540,659)**
Total transactions with owners of parent		-	-	**11,122**	**45,653**	**(540,659)**	**(483,884)**
Balance at 30 June 2024		**5,141,302**	**39,233**	**(3,338)**	**14,347,063**	**2,644,349**	**22,168,609**
Balance at 1 July 2022		5,141,302	39,233	(14,460)	13,499,202	2,413,965	21,079,242
Profit for the year		-	-	-	-	623,658	623,658
Other comprehensive income for the year		-	-	-	(2,616,135)	-	(2,616,135)
Total comprehensive income for the year		-	-	-	(2,616,135)	623,658	(1,992,477)
Transactions with owners in their capacity as owners							
Dividends		-	-	-	-	(473,077)	(473,077)
Total transactions with owners of parent		-	-	-	-	(473,077)	(473,077)
Balance at 30 June 2023		5,141,302	39,233	(14,460)	10,883,067	2,564,546	18,613,688

The notes on pages 126 to 224 form an integral part of these financial statements.

Consolidated and Separate **Statements of Cash Flows**

Year ended 30 June 2024

	Notes	THE GROUP 2024	THE GROUP 2023	THE COMPANY 2024	THE COMPANY 2023
		MUR' 000	MUR' 000	MUR' 000	MUR' 000
Cash flows from operating activities					
Cash generated from operations	38	**5,812,466**	6,935,883	**761,850**	652,338
Interest paid		**(1,347,000)**	(1,042,588)	**(146,953)**	(154,006)
Interest received		**334,790**	62,056	**61**	-
Tax (paid) / refund	35	**(955,951)**	(515,911)	**(38)**	42
Net cash generated from operating activities		**3,844,305**	5,439,440	**614,920**	498,374
Cash flows from investing activities					
Purchase of property, plant and equipment (PPE)	9(a)	**(2,370,864)**	(1,947,783)	**-**	-
Purchase of other financial assets	15	**(3,743)**	(7,726)	**-**	-
Purchase of intangible assets	11	**(160,935)**	(72,470)	**-**	-
Purchase of investment properties	10	**(84,384)**	(211,563)	**-**	-
Acquisition of interests in subsidiary company	12	**-**	-	**-**	(25,000)
Acquisition of interests in other financial assets	15(b)	**-**	-	**(550)**	(5,502)
Proceeds from disposal of assets held for sale		**-**	88,390	**-**	-
Proceeds from disposal of PPE		**42,448**	4,214	**-**	-
Proceeds from disposal of investment property		**119,814**	190	**-**	-
Dividends received from associates		**7,450**	51,432	**-**	-
Dividends received from joint ventures		**187,029**	321,361	**-**	-
Redemption of capital in associated companies	14(a)	**-**	12,261	**-**	28,709
Proceeds from investments in other financial assets		**4,629**	1,000	**-**	-
Investment in other assets		**(37,384)**	14,199	**-**	-
Net cash used in investing activities		**(2,295,940)**	(1,746,495)	**(550)**	(1,793)
Cash flow from financing activities					
Proceeds from borrowings		**5,578,375**	4,737,662	**-**	-
Loan granted to subsidiary		**-**	-	**-**	(55,000)
Repayment of borrowings		**(4,033,289)**	(7,325,244)	**-**	(380,105)
Repayments of principal element of leases	39(b)	**(232,103)**	(302,624)	**-**	-
Proceeds from convertible bonds net of fees	23	**-**	273,800	**-**	-
Dividends paid to non-controlling interests		**(693,386)**	(319,845)	**-**	-
Acquisition of interests in subsidiary company		**-**	(9,408)	**-**	-
Issue of Shares to Non Controlling Interests		**32,728**	-	**-**	-
Acquisition of interest of minority stake (CIEL Finance Ltd)		**-**	(850,338)	**-**	-
Dividends paid to owners	36	**(473,077)**	(270,010)	**(473,077)**	(270,010)
Net cash generated from/(used) in financing activities		**179,248**	(4,066,007)	**(473,077)**	(705,115)
Increase/(decrease) in cash and cash equivalents		**1,727,613**	(373,062)	**141,293**	(208,534)
Movement in cash and cash equivalents					
At 1 July		**10,856,634**	11,551,438	**(244,280)**	(35,746)
Exchange differences		**133,193**	(321,742)	**-**	-
Increase/(Decrease)		**1,727,613**	(373,062)	**141,293**	(208,534)
At 30 June	39(b)	**12,717,440**	10,856,634	**(102,987)**	(244,280)

The notes on pages 126 to 224 form an integral part of these financial statements.

Notes to the **Financial Statements**

Year ended 30 June 2024

1. General Information

On 24 January 2014, CIEL Investment Ltd was amalgamated with and into Deep River Investment Ltd (DRI). The surviving company has subsequently been renamed CIEL Limited.

CIEL Limited (the “Company”) is a public company incorporated and domiciled in Mauritius and listed on the Official Market of the Stock Exchange of Mauritius. Its registered office is situated at 5th Floor, Ebène Skies, Rue de L’Institut, Ebène, Republic of Mauritius.

Its main activity is to provide long term growth and dividend income for distribution to investors.

CIEL Limited invests in a diversified portfolio of equity and equity related investments in six strategic sectors namely textile, agro, property, hotels and resorts, finance and healthcare.

These financial statements will be submitted for consideration and approval at the forthcoming Annual Meeting of Shareholders of the Company.

2. Summary of Material Accounting Policies

2.1 Basis of preparation

(a) Statement of compliance

The consolidated financial statements of CIEL Limited are prepared in compliance with the Mauritius Companies Act 2001 and in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (‘IASB’). The financial statements are also prepared in line with interpretations issued by the IFRS Interpretations Committee, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council and any other regulatory requirements.

(b) Historical cost convention

The financial statements are prepared on a going concern basis and include the consolidated financial statements of the parent company and its subsidiary companies (the Group) and the separate financial statements of the parent company (the Company). The financial statements are prepared under the historical cost convention except for:

Company - Investments in subsidiaries measured at fair value through other comprehensive income (‘FVOCI’)

Investments in associates measured at FVOCI

Investments in joint ventures measured at FVOCI

Investments in other financial assets measured at FVOCI

Group - Land and buildings at fair value

Investment properties at fair value

Derivative financial instruments at fair value through profit or loss (‘FVPL’)

Where necessary the comparative figures have been amended to conform with change in presentation of the current year.

(c) Going concern

The Board of directors has made an assessment of the Group’s and the Company’s ability to continue as a going concern and is satisfied that the Group and the Company have the resources to continue in business for the foreseeable future. Furthermore, directors are not aware of any material uncertainties that may cast significant doubt upon the Group’s and the Company’s ability to continue as a going concern. Accordingly, the financial statements have been prepared on the going concern basis.

The Company

The Company has made a profit of **MUR 620M** (2023: MUR 624M) for the year ended 30 June 2024 and its total assets exceed its total liabilities by **MUR 22Bn** (2023: MUR 19Bn).

Whilst its total current liabilities exceed its current assets by **MUR 232M** (2023: Net current liabilities of MUR 124M), the Company has undrawn facilities and money market line amounting to MUR 220M and other facilities to meet its liabilities in the foreseeable future, if required. Management considers the Group to have sufficient financial resources in order to meet any short-term external obligations.

Notes to the Financial Statements (Continued)

Year ended 30 June 2024

2. Summary of Material Accounting Policies (Cont'd)

2.1 Basis of preparation (Cont'd)

(c) Going concern (Cont'd)

The Group

The Group has made a profit of **MUR 5.0Bn** (2023: MUR 4.3Bn) for the year ended 30 June 2024 and its total assets exceed its total liabilities by **MUR 34Bn** (2023: MUR 30Bn).

The total current liability exceeds the current assets by **MUR 19Bn** (2023: MUR 12.8Bn), arising principally from the normal operations of BNI Madagascar SA ('the Bank') in the banking segment of the Group, whereby the current liabilities exceed the current assets by **MUR 20Bn** (2023: MUR 13Bn).

The Bank has major deposits with customers which are demand and savings deposits and are therefore classified as current in the Group's financial statements. The Bank has been making profits and distributed dividends in the current year. The Bank had a capital adequacy ratio of **11.9%** as at 30 June 2024 (2023: 11%) which is above the minimum capital requirement of 10.5% as required per the Central Bank of Madagascar.

As detailed in note 45(c), the Bank has in place an adequate liquidity risk management framework, which ensures that:

(a) Cash flow is managed to ensure a balanced inflow and outflow of funds on any one specific day and;

(b) The Bank maintains an adequate stock of liquid assets to ensure that it has sufficient store of value, which can be utilised in the event of an unexpected outflow of funds.

The Bank's current assets comprise mainly of loans and advances, which cannot exceed the deposits from customers – the ratio of loans and advances under current assets to deposits from customers under current liabilities stood at **28%** (2023: 34%) which is relatively conservative.

Based on the above, the Board of directors is satisfied that the Group has the resources required to meet its liabilities in the foreseeable future.

(d) Basis of consolidation

The consolidated financial statements comprise the financial statements of CIEL Limited and its subsidiaries as at 30 June 2024.

Control is achieved when the Group is exposed or has rights to variable returns from its involvement with the investee and could affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure or rights to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

When the Group has less than a majority of the voting or similar rights of an investee, it considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of the subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

2. Summary of Material Accounting Policies (Cont'd)

2.1 Basis of preparation (Cont'd)

(d) Basis of consolidation (Cont'd)

A change in ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value, unless significant influence is maintained, in which case, the investment will be accounted for using the equity method of accounting.

(e) Foreign currencies

(i) Functional and presentation currency

Items included in the financial statements are measured using Mauritian Rupees, the currency of the primary economic environment in which the entity operates ("functional currency") and rounded to the nearest thousand (MUR '000). The consolidated financial statements are presented in Mauritian Rupees, which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except when deferred in equity as qualifying cash-flow hedges and qualifying net investment hedges.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of the transaction.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date the fair value was determined.

Translation differences on non-monetary items, such as equities held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation differences on non-monetary items, such as equities classified as available-for-sale financial assets, are included in the fair value reserve in equity.

(iii) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from that of the presentation currency of the Company, are translated as follows:

(a) assets and liabilities are translated at the closing rate at the reporting date;

(b) income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

(c) the resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. In the event of disposal of a foreign operation, exchange differences are recognised in the profit or loss as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

(f) Earnings before interest, tax, depreciation, amortisation, and expected credit losses

Earnings before interest, tax, depreciation, amortisation and expected credit losses is stated after adding to earnings before interest, tax, depreciation and amortisation, the expected credit losses incurred on the Group's assets and share of results of associates and joint ventures, during the year. The Directors make use of this measure to monitor the operational performance of the Group as they deem that it shows the underlying performance of the Group more accurately.

(g) Earnings before interest, tax and expected credit losses

Earnings before interest, tax, and expected credit losses stated after adding to earnings before interest and tax, the expected credit losses incurred on the Group's assets and share of results of associates and joint ventures, during the year.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

2. Summary of Material Accounting Policies (Cont'd)

2.1 Basis of preparation (Cont'd)

(h) Financial assets and liabilities

Measurement methods

The Group and the Company classify their financial assets as subsequently measured at either amortised cost or fair value depending on the Group's and the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. A financial asset is measured at amortised cost only if both of the following conditions are met:

- it is held within a business model whose objective is to hold assets in order to collect contractual cash flow; and
- the contractual terms of the financial asset represent contractual cash flow that are solely payments of principal and interest.

Amortised cost and effective interest rate

The amortised cost is the amount at which the financial asset or financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any loss allowance.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of a financial asset (i.e., its amortised cost before any impairment allowance) or to the amortised cost of a financial liability. The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and fees and points paid or received that are integral to the effective interest rate, such as origination fees. For purchased or originated credit-impaired ('POCI') financial assets – assets that are credit-impaired at initial recognition – the Group calculates the credit-adjusted effective interest rate, which is calculated based on the amortised cost of the financial asset instead of its gross carrying amount and incorporates the impact of expected credit losses in estimated future cash flows.

When the Group revises the estimates of future cash flows, the carrying amount of the respective financial asset or financial liability is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognised in profit or loss.

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset.

At initial recognition, the Group measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss. Immediately after initial recognition, an expected credit loss allowance (ECL) is recognised for financial assets measured at amortised cost and investments in debt instruments measured at FVOCI which results in an accounting loss being recognised in profit or loss when an asset is newly originated.

When the fair value of financial assets and liabilities differs from the transaction price on initial recognition, the entity recognises the difference as follows:

(a) When the fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e., a Level 1 input) or based on a valuation technique that uses only data from observable markets, the difference is recognised as a gain or loss.

(b) In all other cases, the difference is deferred, and the timing of recognition of deferred day one profit or loss is determined individually. It is either amortised over the life of the instrument, deferred until the instrument's fair value can be determined using market observable inputs, or realised through settlement.

Classification and subsequent measurement

The Group classifies its financial assets in the following measurement categories:

- Fair value through other comprehensive income (FVOCI);
- Fair value through profit or loss (FVPL);
- Amortised cost.

The classification requirements for debt and equity instruments are described below.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

2. Summary of Material Accounting Policies (Cont'd)

2.1 Basis of preparation (Cont'd)

(h) Financial assets and liabilities (Cont'd)

Debt instruments

Debt instruments are those instruments that meet the definition of a financial liability from the issuer's perspective, such as loans, government and corporate bonds and trade receivables purchased from clients in factoring arrangements without recourse.

Classification and subsequent measurement of debt instruments depend on:

(i) the Group's business model for managing the asset; and

(ii) the cash flow characteristics of the asset.

Based on these factors, the Group classifies its debt instruments into one of the following three measurement categories:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest ('SPPI'), and that are not designated at FVPL, are measured at amortised cost. The carrying amount of these assets is adjusted by any expected credit loss allowance recognised and measured. Interest income from these financial assets is included in 'finance income' using the effective interest rate method.

- Fair value through other comprehensive income (FVOCI): Financial assets that are held for collection of contractual cash flows and for selling the assets, where the assets' cash flows represent solely payments of principal and interest, and that are not designated at FVPL, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses on the instrument's amortised cost which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss. Interest income from these financial assets is included in 'Finance income' using the effective interest rate method.

- All financial assets not classified as amortised cost or FVOCI as described above are classified as FVPL and held at fair value. This includes all derivative financial assets. On initial recognition, the Group may irrevocably elect to designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI as FVPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise. This election is made on an individual instrument basis.

- These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss when the Group's and/or the Company's right to receive the return is established, unless such instrument is designated in a hedging relationship.

Business model: the business model reflects how the Group manages the assets in order to generate cash flows; that is, whether the Group's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g., financial assets are held for trading purposes), then the financial assets are classified as part of 'other' business model and measured at FVPL. Factors considered by the Group in determining the business model for a group of assets include past experience on how the cash flows for these assets were collected, how the asset's performance is evaluated and reported to key management personnel, how risks are assessed and managed and how managers are compensated.

SPPI: Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Group assesses whether the financial instruments' cash flows represent solely payments of principal and interest (the 'SPPI test'). In making this assessment, the Group considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

The Group reclassifies debt investments when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent and none occurred during the year.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

2. Summary of Material Accounting Policies (Cont'd)

2.1 Basis of preparation (Cont'd)

(h) Financial assets and liabilities (Cont'd)

Derecognition other than on a modification

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either:

(i) the Group transfers substantially all the risks and rewards of ownership, or

(ii) the Group neither transfers nor retains substantially all the risks and rewards of ownership and the Group has not retained control.

The Group enters transactions where it retains the contractual rights to receive cash flows from assets but assumes a contractual obligation to pay those cash flows to other entities and transfers substantially all the risks and rewards. These transactions are accounted for as 'pass through' transfers that result in derecognition if the Group:

(i) Has no obligation to make payments unless it collects equivalent amounts from the assets;

(ii) Is prohibited from selling or pledging the assets; and

(iii) Has an obligation to remit any cash it collects from the assets without material delay.

Equity instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets. Examples of equity instruments include basic ordinary shares.

The Group subsequently measures all equity investments at fair value through profit or loss, except where the Group's management has elected, at initial recognition, to irrevocably designate an equity investment at fair value through other comprehensive income. The Group's policy is to designate equity investments as FVOCI when those investments are held for purposes other than to generate investment returns. When this election is used, fair value gains and losses are recognised in OCI and are not subsequently reclassified to profit or loss, including on disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value. Dividends, when representing a return on such investments, continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Gains and losses on equity investments at FVPL are included in the statement of profit or loss.

Expected credit losses

The Group assesses on a forward-looking basis the expected credit loss ('ECL') associated with its debt instrument assets carried at amortised cost and FVOCI and with the exposure arising from loan commitments and financial guarantee contracts. The Group recognises a loss allowance for such losses at each reporting date. The measurement of ECL reflects:

- An unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- The time value of money; and
- Reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

The credit risk note provides more detail of how the expected credit loss allowance is measured.

(i) Impairment of non-financial assets

The carrying amounts of assets are assessed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated, being the higher of the asset's net selling price and its value-in-use, to determine, the extent of the impairment loss, if any, and the carrying amount of the asset is reduced to its recoverable amount. The impairment loss is recognised as an expense immediately, unless the asset is carried at revalued amount, in which case the impairment loss is treated as a revaluation decrease.

(j) Borrowing costs

All borrowing costs are charged to the statement of profit and loss in the period in which they are incurred.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

2. Summary of Material Accounting Policies (Cont'd)

2.1 Basis of preparation (Cont'd)

(k) Provisions

Provisions are recognised when the Group and/or the Company have a present obligation as a result of a past event which it is probable will result in an outflow of economic benefits that can be reasonably estimated. Provisions are determined by discounting the expected future cash flows are a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(l) Government grants

Government grants are recognised if it is reasonably certain that the related conditions will be satisfied and the grants will actually be received. Grants for the purchase of non-current assets (asset-related grants) are deducted from the historical cost of the assets in question and reduce future depreciation.

(m) Convertible bonds

During the financial year ended 30 June 2021, the hotel and resorts segment of the Group contracted with the Mauritius Investment Corporation Ltd ("MIC"), a wholly owned subsidiary of the Bank of Mauritius, the issue of redeemable convertible bonds. The Group has accounted for the convertible bonds as equity on initial recognition on the following basis:

- The issuer has the unconditional right to avoid paying cash, and if the principal of the bonds is converted to ordinary shares, these will be converted by exchanging a fixed notional for a fixed number of shares, and any potential variability would serve to maintain the relative economic rights of the shareholders and the subscriber, resulting in no violation of the 'fixed for fixed' requirement. Hence, the Group deems that the principal component can be classified under equity.
- The bonds bear a fixed interest rate (the contractual interest and penalty-interest rates are both fixed) and can be considered to be predetermined because it only varies over time. As a result, the Group determines that such an instrument meets the 'fixed for fixed' condition whereby each unit of the convertible bond converts into a fixed number of shares and hence the instrument can be treated as equity.

The bonds are initially measured based on the subscription proceeds received net of transaction costs, without subsequent remeasurement.

(n) Cost of sales and operating expenses

Cost of sales comprises direct material and labour costs but also indirect costs that can be directly attributed to generating revenue. These are included in profit or loss.

Operating expenses relate to indirect costs of operations accounted on the accruals basis.

(o) Earnings per share (EPS)

(i) Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Group and Company;
- by the weighted average number of ordinary shares outstanding during the financial year.

(ii) Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2.2. Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcome that requires a material adjustment to the carrying amount of assets and liabilities affected in future periods.

In the process of applying the Group's accounting policies, management has made the following judgements and assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Existing circumstances and assumptions about future developments may change due to circumstances beyond the Group's control and are reflected in the assumptions if and when they occur.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

2. Summary of Material Accounting Policies (Cont'd)

2.2. Critical accounting judgements and key sources of estimation uncertainty (Cont'd)

(i) Impairment of goodwill and non-current assets

Management has assessed the recoverable amounts, as at 30 June 2024 and 2023, of cash generating units (CGUs) to which goodwill has been allocated and CGUs that have indicators for impairment. Note 11 sets out the CGUs to which goodwill has been allocated for impairment testing purposes.

The recoverable amount of CGUs is determined based on their value-in-use or their fair value less costs to disposal, if any. The value-in-use has been determined via future net cash flows based on the budget for the next 12 months as a starting point. Cash flow projections of 3 to 10 years have been considered and discounted at an appropriate discount rate and added to the estimated discounted terminal value. The determination of the cash flow projections, discount rates and terminal values entails significant assumptions made by management of the effects of uncertain future events on those assets at the reporting date. Refer to Note 9 and Note 11 for impairment assessment of PPE and impairment of goodwill respectively.

(ii) Pension benefits

The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of treasury bills that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension obligation.

Other key assumptions for pension obligations are based in part on current market conditions. Refer to note 31 for further details.

(iii) Convertible bonds

During the year ended 30 June 2023, SUN Group received additional funding from the Mauritius Investment Corporation ("MIC"), as per the terms and conditions disclosed in note 23 to the financial statements.

Significant accounting judgement has been applied by the Directors in the determination of the appropriate accounting policy, and legal representation has been obtained by the Directors with regards to certain clauses within the contract, which are disclosed in note 23.

(iv)Revaluation of property, plant and equipment and investment properties

The Group carries its investment properties at fair value, with changes in fair value being recognised in the profit or loss. In addition, it measures land and buildings at revalued amounts with changes in fair value being recognised in other comprehensive income. The fair value is determined based on independent valuation by valuers who make use of valuation methods, depending on the type of asset being revalued. Such methods depend on a variety of assumptions which are further disclosed in notes 9 and 10.

During the financial year ended 30 June 2024, a revaluation gain of MUR 174M was recognised. The Directors of the Group deemed the depreciated replacement cost approach to be the most suitable valuation technique for the leasehold land improvements, buildings and site improvements of the Hotel segment as compared to other techniques such as the income approach and the market comparable approach. The most significant input into this method of valuation is the replacement cost per square metre.

A revaluation gain of **MUR 16M** has been recognised on investment properties during the financial year ended 30 June 2024. No revaluation gain has been recognised in 2024 on the land owned by a subsidiary of the Property segment, as the land has been transferred to inventory.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

2. Summary of Material Accounting Policies (Cont'd)

2.2 Critical accounting judgements and key sources of estimation uncertainty (Cont'd)

(v) Fair value of securities not quoted in an active market

The fair value of securities not quoted in an active market may be determined by the Group and the Company using valuation techniques including third party transactions values, earnings, net asset value or discounted cash flows, whichever is appropriate. The Group would exercise judgement and estimates on the quantity and quality of pricing sources used.

Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer to notes 12, 13, 14 and 15 for further details.

<u>Determination of fair value</u>

The fair value of publicly traded securities in an active market is based on:

- Their market value which is calculated by reference to the Stock Exchange - quoted prices at the close of business at the end of reporting period;
- Quoted prices plus premium; or
- Recent transaction price.

In assessing the fair value of unquoted investments or quoted securities in an inactive market, the Group uses a combination of discounted cash flow, price to book, earnings multiple, net asset base, dividend yield basis and volume weighted average price method. The valuation policy is summarised below:

- 50% stake or more in investee companies – Net asset value, price earnings multiple or discounted cash flow and volume weighted average price method.
- Less than 50% stake in investee companies - earnings multiple
- Property investee companies - net asset basis whereby properties are revalued on a regular basis on their open market value
- Investments in new ventures are valued at cost for the first year less any impairment loss recognised to reflect irrecoverable amounts except if there has been significant change till year end
- Investment entities - net asset basis
- Banking sector - mix of price to book and price earnings ratios or dividend discounting model as appropriate
- Recent transaction price, where applicable

(vi) Asset lives and residual values

Property, plant and equipment are depreciated over its useful life taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In reassessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values. Consideration is also given to the extent of current profits and losses on the disposal of similar assets.

(vii) Leases

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination, including: whether there are significant penalties to terminate (or not extend); whether any leasehold improvements are expected to have a significant remaining value; historical lease durations; the importance of the underlying asset to the operations; and the costs and business disruption required to replace the leased asset. The lease term is reassessed if a significant event or a significant change in circumstances occurs which affects the assessment of reasonable certainty. During the financial years ended 30 June 2024 and 30 June 2023, no option has been exercised and hence, no reassessment has been performed.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

2. Summary of Material Accounting Policies (Cont'd)

2.2 Critical accounting judgements and key sources of estimation uncertainty (Cont'd)

(viii) Determining whether forecast sales are highly probable

The Group is exposed to foreign currency risk, most significantly to the Euro, Pound Sterling and US Dollar, as the Group's sales are denominated in these currencies. The Group hedges these exposures by entering into foreign currency loans ("hedging instruments") with future principal payments that will match the future sales ("hedged item") in these currencies.

To apply hedge accounting, a condition is that the forecast transaction must be "highly probable". The Group has applied judgement in assessing whether the forecasted foreign currency revenue remain "highly probable", still expected to occur or is no longer expected to occur. In making this assessment, the Group has considered the most recent budgets and plans.

(ix) Recoverability of deferred income tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The outcome of their actual utilisation may be different.

(x) Measurement of the expected credit loss allowance

The IFRS 9 impairment requirements are based on an expected credit loss model. Madagascar's (Banking Subsidiary of CIEL Finance Limited referred to as 'The Bank') accounting policy for impairment of financial assets is listed below.

The Bank applies a three-stage approach to measuring expected credit losses (ECL) on debt instruments accounted for at amortised cost and FVOCI. Assets migrate through the following three stages based on the change in credit quality since initial recognition:

(i) Stage 1: 12-months ECL

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised.

(ii) Stage 2: Lifetime ECL – not credit impaired

For credit exposures where there has been a significant increase in credit risk since initial recognition but that are not credit impaired, a lifetime ECL is recognised.

(iii) Stage 3: Lifetime ECL – credit impaired

Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For financial assets that have become credit impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount.

At each reporting date, the Bank assesses whether there has been a significant increase in credit risk for financial assets since the initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition.

In determining whether credit risk has increased significantly since initial recognition, the Bank uses its internal credit risk grading system, external risk ratings and forecast information to assess deterioration in credit quality of a financial asset.

The Bank assesses whether the credit risk on a financial asset has increased significantly on an individual or collective basis. For the purposes of a collective evaluation of impairment, financial assets are grouped on the basis of shared credit risk characteristics, taking into account instrument type, credit risk ratings, date of initial recognition, remaining term to maturity, industry, geographical location of the borrower and other relevant factors.

The Bank considers its historical loss experience and adjusts this for current observable data. In addition, the Bank uses reasonable and supportable forecasts of future economic conditions including experienced judgement to estimate the amount of an expected impairment loss. IFRS 9 introduces the use of macroeconomic factors which include, but is not limited to, unemployment, interest rates, gross domestic product, inflation and commercial property prices, and requires an evaluation of both the current and forecast direction of the economic cycle. Incorporating forward-looking information increases the level of judgement as to how changes in these macroeconomic factors will affect ECL. The methodology and assumptions including any forecasts of future economic conditions are reviewed regularly.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

2. Summary of Material Accounting Policies (Cont'd)

2.2 Critical accounting judgements and key sources of estimation uncertainty (Cont'd)

(x) Measurement of the expected credit loss allowance (Cont'd)

(iii) Stage 3: Lifetime ECL – credit impaired (Cont'd)

If, in a subsequent period, credit quality improves and reverses any previously assessed significant increase in credit risk since origination, then the provision for doubtful debts reverts from lifetime ECL to 12-months ECL. In the case of debt instruments measured at FVOCI, the measurement of ECL is based on the three-stage approach as applied to financial assets at amortised cost. The Bank recognises the provision charge in profit and loss, with the corresponding amount recognised in other comprehensive income, with no reduction in the carrying amount of the asset in the statement of financial position. Further details have been disclosed in note 45.

(xi) Provision for slow-moving inventories

The Directors are required to exercise significant judgement in estimating the provision for slow-moving inventories. The following are considered to provide for inventories write-off:

- Apply appropriate procedures to identify slow-moving and obsolete stocks;
- Make reasonable and prudent estimates of the prices obtainable in the market in which the goods are expected to be sold at the time at which they will be available for sale; and
- Take into account projected time to completion and sale (for example, repair costs for damaged stocks and sales commission).

2.3 Application of new and revised International Financial Reporting Standards.

New and amended standards adopted by the Group

The group has applied the following amendments for the first time for their annual reporting period commencing 1 July 2023:

- Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2
- Definition of Accounting Estimates - Amendments to IAS 8
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to IAS 12
- Amendment to IAS 12 - International tax reform – Pillar Two Model Rules
- Amendment to IFRS 16 – Leases on sale and leaseback
- Amendments to IAS 1 - Non-current liabilities with covenants
- Amendments to Supplier Finance Arrangements (IAS 7 and IFRS 7), and
- Amendments to IAS 21 - Lack of Exchangeability.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

New standards and interpretations not yet adopted

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 30 June 2024 reporting periods and have not been early adopted by the Group. These standards, amendments or interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

3. Segment Information

The reportable segments are strategic business units that offer different products and services. They are managed separately because each business unit requires different strategies. The Group has seven reportable segments:

- Textile derives income mainly from the sale of knitwear, woven and fine knits products.
- Agro earns income mainly from sugar production.
- Property derives income mainly land and property development.
- Hotels and Resorts derives income through the ownership and management of portfolio of hotels.
- Financial services derive income mainly from banking, fiduciary products and portfolio management.
- Healthcare derives income through the running of healthcare facilities.
- CIEL - Holding Company derives income through dividend return from its investments.

The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies. The Group evaluates performance on basis of Profit or Loss from operations.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

3. Segment Information (Cont'd)

THE GROUP	Textile	Property[1]	Agro	Hotels & Resorts	Financial Services	Healthcare	CIEL And others[2]	Eliminations / Unallocated	Total
At June 30, 2024	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000	MUR' 000
Total revenue	15,669,471	262,255	-	8,714,766	5,654,117	4,881,256	1,221,687	(1,227,806)	35,175,746
EBITDA[3]	1,655,554	374,066	(459)	2,612,342	2,074,997	924,884	820,219	(981,637)	7,479,966
Depreciation and amortisation	(399,390)	(16,908)	-	(551,231)	(234,917)	(334,495)	(10,488)	(9,229)	(1,556,658)
EBIT[4]	1,256,164	357,158	(459)	2,061,111	1,840,080	590,389	809,731	(990,866)	5,923,308
Expected credit losses	7,550	-	-	(10,289)	(138,942)	(29,599)	-	-	(171,280)
Finance cost	(376,508)	(44,424)	-	(459,132)	(77,573)	(135,610)	(207,263)	90,423	(1,210,087)
Finance income	59,389	-	86	275,350	13,037	11,909	63,374	(88,355)	334,790
Share of results[5]	(478)	-	293,604	389,885	333,094	-	21,331	-	1,037,436
PBIT[6]	946,117	312,734	293,231	2,256,925	1,969,696	437,089	687,173	(988,798)	5,914,167
Income tax	(148,978)	(3,209)	-	(241,624)	(388,849)	(87,091)	(6,368)	-	(876,119)
Profit for the year	797,139	309,525	293,231	2,015,301	1,580,847	349,998	680,805	(988,798)	5,038,048

[1] Include Evolis Group figures. Management deemed more useful to present all the Evolis property figures under the property segment, rather than the textile segment, for segmental reporting.

[2] CIEL and Others consist of CIEL Limited, CIEL Corporate Services, Azur Financial Services, EM Insurance Brokers Limited, FX Market Edge Limited and Rockwood Textile.

[3] EBITDA – Earnings before interest tax, depreciation, amortisation and expected credit losses

[4] EBIT: Earnings before interest, tax and expected credit losses

[5] Share of results of associates and joint ventures

[6] PBIT – Profit before income tax

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

3. Segment Information (Cont'd)

THE GROUP At June 30, 2023	Textile MUR' 000	Property[1] MUR' 000	Agro MUR' 000	Hotels & Resorts MUR' 000	Financial Services MUR' 000	Healthcare MUR' 000	CIEL And others[2] MUR' 000	Eliminations/ Unallocated MUR' 000	Total MUR' 000
Total revenue	17,835,340	239,900	-	8,104,710	5,128,871	4,120,818	1,127,885	(1,148,929)	35,408,595
EBITDA[3]	2,017,444	351,082	284	2,447,703	1,600,980	803,362	864,097	(1,000,737)	7,084,215
Depreciation and amortisation	(363,417)	(13,369)	-	(527,167)	(225,903)	(245,330)	(7,060)	(10,567)	(1,392,813)
EBIT[4]	1,654,027	337,713	284	1,920,536	1,375,077	558,032	857,037	(1,011,304)	5,691,402
Expected credit losses	(12,281)	-	-	9,708	(304,832)	(47,009)	-	-	(354,414)
Finance cost	(342,595)	(33,252)	-	(454,321)	(59,137)	(96,589)	(197,838)	69,361	(1,114,371)
Finance income	23,303	185	-	279,365	9,744	16,714	42,862	(69,353)	302,820
Share of results[5]	(69,781)	454	305,648	33,040	319,344	-	15,615	707	605,027
PBIT[6]	1,252,673	305,100	305,932	1,788,328	1,340,196	431,148	717,676	(1,010,589)	5,130,464
Income tax	(180,364)	(50,984)	-	(261,452)	(254,916)	(81,589)	(4,367)	5,232	(828,440)
Profit for the year	1,072,309	254,116	305,932	1,526,876	1,085,280	349,559	713,309	(1,005,357)	4,302,024

[1] Include Evolis Group figures. Management deemed more useful to present all the Evolis property figures under the property segment, rather than the textile segment, for segmental reporting.

[2] CIEL and Others consist of CIEL Limited, CIEL Corporate Services, Azur Financial Services, EM Insurance Brokers Limited, FX Market Edge Limited and Rockwood Textile.

[3] EBITDA - Earnings before interest tax, depreciation, amortisation and expected credit losses

[4] EBIT: Earnings before interest, tax and expected credit losses

[5] Share of results of associates and joint ventures

[6] PBIT - Profit before income tax

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

3. Segment Information (Cont'd)

2024	**Textile** MUR' 000	**Property[1]** MUR' 000	**Agro** MUR' 000	**Hotels & Resorts** MUR' 000	**Financial Services** MUR' 000	**Healthcare** MUR' 000	**CIEL And others[2]** MUR' 000	**Eliminations / Unallocated** MUR' 000	**Total** MUR' 000
Assets excluding associates & joint ventures	**14,345,147**	**7,495,570**	**73,846**	**22,831,877**	**48,170,740**	**6,104,443**	**22,466,924**	**(22,982,929)**	**98,505,618**
Joint ventures	**296,451**	**29,050**	**151,124**	**118,649**	**2,200,342**	**-**	**2,266,960**	**(2,275,541)**	**2,787,035**
Associates	**-**	**-**	**1,724,863**	**630,000**	**-**	**-**	**1,805,401**	**393,278**	**4,553,542**
Segment assets	**14,641,598**	**7,524,620**	**1,949,833**	**23,580,526**	**50,371,082**	**6,104,443**	**26,539,285**	**(24,865,192)**	**105,846,195**
Segment liabilities	**9,288,489**	**1,491,022**	**71,920**	**10,460,699**	**44,626,499**	**3,744,037**	**4,408,964**	**(1,962,821)**	**72,128,809**
Net Assets	**5,353,109**	**6,033,598**	**1,877,913**	**13,119,827**	**5,744,583**	**2,360,406**	**22,130,321**	**(22,902,371)**	**33,717,386**

2023	Textile MUR' 000	Property MUR' 000	Agro MUR' 000	Hotels & Resorts MUR' 000	Financial Services MUR' 000	Healthcare MUR' 000	CIEL And others[2] MUR' 000	Eliminations / Unallocated MUR' 000	Total MUR' 000
Assets excluding associates & joint ventures	13,745,059	6,698,778	47,795	22,887,436	43,180,271	5,376,710	19,330,530	(19,776,740)	91,489,839
Joint ventures	283,242	34,051	225,526	89,540	2,040,952	-	1,856,658	(1,855,802)	2,674,167
Associates	-	-	1,450,782	258,089	-	-	1,514,880	670,693	3,894,444
Segment assets	14,028,301	6,732,829	1,724,103	23,235,065	45,221,223	5,376,710	22,702,068	(20,961,849)	98,058,450
Segment liabilities	9,187,898	992,203	47,722	11,464,970	40,417,625	3,221,527	4,102,757	(1,422,922)	68,011,780
Net Assets	4,840,403	5,740,626	1,676,381	11,770,095	4,803,598	2,155,183	18,599,311	(19,538,927)	30,046,670

[1] *Include Evolis group figures. Management deemed more useful to present all the Evolis property figures under the property segment for segmental reporting.*

[2] *CIEL and Others consist of CIEL Limited, CIEL Corporate Services, Azur Financial Services, EM Insurance Brokers Limited, FX Market Edge Limited and Rockwood Textile.*

The Group	**Revenues from External Customers** 2024 MUR' 000	Revenues from External Customers 2023 MUR' 000	**Non-current Assets** 2024 MUR' 000	Non-current Assets 2023 MUR' 000
Geographical information				
Mauritius	**23,024,339**	23,685,139	**39,798,719**	38,095,486
Madagascar	**5,405,518**	4,894,805	**25,952,956**	18,409,831
Asia	**4,615,732**	4,512,115	**1,995,480**	1,977,243
South Africa	**901,477**	1,336,181	**326,191**	258,644
Others	**1,228,680**	980,355	**816,416**	735,996
	35,175,746	35,408,595	**68,889,762**	59,477,200

Revenues from external customers are presented based on the respective subsidiaries' country of domicile.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

4. Revenue

The Group

4.1 Revenue from contracts with customers under IFRS 15

Accounting policies

Revenue corresponds to the value of goods and services sold by the Group in the ordinary course of business. The Group recognises revenue when it transfers the control of the promised goods and services to the customer, which may be over time or at a point in time. Revenue is recognized in an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring promised goods or services.

The Group applies the guidance provided in IFRS 15 to determine whether it acts as the principal or an agent in its contractual relationships. It is considered as acting as the principal if it controls the promised service before that service is transferred to a customer. In such a case, revenues and related expenses are reported separately in profit or loss. Otherwise, the Group is considered as acting as an agent and only the remuneration corresponding to the agency fee is recognised in revenue.

Other income relates to services representing distinct performance obligations which are generally satisfied over time, when simultaneously receive and consume the benefits provided. The Group elects the practical expedient to recognise revenue based on amounts invoiced to the customer, when this method of measuring progress best depicts the performance provided.

Invoicing is based on contractual prices, which represent the stand-alone selling prices of specified promised goods or services. Variable considerations depending on the occurrence of uncertain future events are estimated using the most likely amount method, based on all reasonably available information, and are, if need be, capped at the minimum amount considered as highly probable. At each reporting period, the Group revises its estimates of variable considerations and assesses whether a constraint should apply.

Sales of goods

It comprises the sales of textile garments, pharmaceutical and food and beverages products. Most of the revenue is derived from selling goods with revenue recognised at a point in time when control of the goods has transferred to the customer.

Sales of services provided by the group comprises:

- Hotel, hospitality, and leisure revenues
  - It corresponds to all the revenues received from guests by owned and leased hotels. The services rendered (including room rentals, food and beverage sales and other ancillary services) are distinct performance obligations, for which prices invoiced to the guests are representative of their stand-alone selling prices. These obligations are fulfilled over time when they relate to room rentals, along the stay in the hotel, and at a point in time for other goods or services, when they have been delivered or rendered.
- Medical Services:
  - Revenue is recognised as and when services are provided to the patient when control of the services are transferred to the customer at an amount that reflects the condition to which the company expects to be entitled in exchange for those services.
- Operation, management and rental of properties,
  - Rental income from investment properties is recognised in profit or loss on an accrual basis in accordance with the substance of the relevant agreement. Revenue from service charge is recognised in the accounting period in which control of the services are passed to the customer, which is when the service is rendered.
- Financial services, Management fees and other income
  - When control of the services is transferred to the customer at an amount that reflects the condition to which the company expects to be entitled in exchange for those services. The fees are determined through management agreements and are generally based on an agreed percentage of the Net asset Value and Profit after tax of the company. The Group determines and calculates the fees and allocates them on a quarterly basis, as the fees are earned over time
- Commission
  - Commission received from trading services is allocated to each trading activity as and when it is due as per the agreement. The commission income is recognised at a point in time when the service is rendered.
- Dividend income
  - When the shareholder's right to receive payment is established.
- Income from foreign exchange dealings
  - On a settlement basis

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

4. Revenue (Cont'd)

4.2 Revenue from Banking operation

Accounting policies

Interest income

Interest income is calculated by applying the effective interest rate to gross carrying amount of financial assets, except for:

(i) Purchased or originated credit-impaired ('POCI') financial assets, for which the original credit-adjusted effective interest rate is applied to the amortised cost of the financial asset.

(ii) Financial assets that are not 'POCI' but have subsequently become credit-impaired (or 'stage 3'), for which interest revenue is calculated by applying the effective interest rate to their amortised cost (i.e. net of the expected credit loss provision).

The Effective Interest Rate (EIR) is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of a financial asset (i.e. its amortised cost before any impairment allowance) or to the amortised cost of a financial liability.

Fees and commissions

The Bank recognises fee and commission income charged for services provided by the Bank as and when performance obligations are satisfied, for example, on completion of the underlying transaction. Where the contractual arrangements also result in the Bank recognising financial instruments in scope of IFRS 9, such financial instruments are initially recognised at fair value in accordance with IFRS 9 before applying the provisions of IFRS 15.

Fees and commissions are generally recognised when the service has been provided. Loan commitment fees for loans that are likely to be drawn down are deferred (together with the related direct costs) and recognised as an adjustment to the effective interest rate on the loan. When it is unlikely that a loan is drawn down, the loan commitment fees are recognised over the commitment period on a straight-line basis.

The Company

The Company's main source of revenue is dividend income generated from its subsidiaries. Dividend is recognised when the shareholder's right to receive payment is established.

	THE GROUP		THE COMPANY	
	2024 MUR' 000	2023 MUR' 000	**2024 MUR' 000**	2023 MUR' 000
Revenue from Banking operation outside the scope of IFRS 15				
- Banking				
- Interest income	**3,618,478**	3,157,514	**-**	-
- Profit arising on dealings	**590,815**	592,055	**-**	-
	4,209,293	3,749,569	**-**	-
Revenue from contracts with customers:				
- Textile	**15,742,202**	17,835,340	**-**	-
- Hotel	**8,713,106**	8,098,404	**-**	-
- Banking				
- Fees and commission income	**1,002,767**	945,011	**-**	-
- Profit arising on dealings	**186,219**	190,853	**-**	-
- Healthcare	**4,865,333**	4,117,009	**-**	-
- Property	**56,151**	130,627	**-**	-
Dividend income				
- Listed on SEM	**-**	-	**218,469**	174,775
- Listed on DEM	**-**	-	**43,774**	38,754
- Unquoted	**12,647**	147	**693,133**	665,770
Others:				
Management and service fees	**335,710**	312,248	**-**	-
Rental income	**12,920**	17,744	**-**	-
Other income	**39,398**	11,643	**-**	16,448
	30,966,453	31,659,026	**955,376**	895,747
Total revenue	**35,175,746**	35,408,595	**955,376**	895,747
Timing of revenue recognition				
Goods transferred at a point in time	**24,016,867**	25,197,137	**955,376**	895,747
Services transferred over time	**6,949,586**	6,461,889	**-**	-
	30,966,453	31,659,026	**955,376**	895,747

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

5. Earnings bBefore Interest, Tax, Depreciation, Amortisation and Expected Credit Losses

	THE GROUP		THE COMPANY	
	2024	2023	**2024**	2023
	MUR' 000	MUR' 000	**MUR' 000**	MUR' 000
Revenue	**35,175,746**	35,408,595	**955,376**	895,747
Loss on disposal of property, plant and equipment	**(43,781)**	(17,645)	**-**	-
Profit on disposal of held for sale assets	**-**	43,262	**-**	-
Profit on disposal of investment property	**390,354**	-	**-**	-
Other operating income	**627,990**	637,068	**-**	-
Net foreign exchange differences	**27,428**	40,355	**641**	97
Fair value adjustment on investment property (Note 10)	**15,762**	261,014	**-**	-
Cost of goods sold (i)	**(12,368,701)**	(13,648,457)	**-**	-
Interest expense – Banking segment	**(1,574,547)**	(1,635,412)	**-**	-
Employee benefit expenses (Note 7(a))	**(8,477,516)**	(7,743,318)	**(56,775)**	-
Management fees and services	**(127,359)**	(139,961)	**(52,618)**	(44,315)
Professional, legal and consultancy fees	**(254,078)**	(223,197)	**(26,335)**	(20,170)
Rental and leases (Note 16)	**(556,710)**	(457,728)	**-**	-
Logistics and utilities	**(1,650,147)**	(1,922,531)	**-**	-
Office expenses	**(449,954)**	(422,972)	**(16,944)**	(26,092)
Transport expenses	**(172,115)**	(138,494)	**-**	-
Marketing, communication and publication expenses	**(659,811)**	(642,790)	**(26,019)**	(23,187)
Repairs and maintenance	**(486,107)**	(482,228)	**-**	-
Social and events	**(61,484)**	(52,444)	**(12,516)**	(1,737)
Bad debts written off	**(236,733)**	(395,827)	**-**	-
Other expenses (ii)	**(1,638,271)**	(1,383,075)	**(365)**	(1,338)
	7,479,966	7,084,215	**764,445**	779,005

(i) Cost of goods sold

	THE GROUP	
	2024	2023
	MUR' 000	MUR' 000
Raw materials and consumables	**11,247,922**	12,354,006
Direct cost, Utilities and Others	**1,120,779**	1,294,451
	12,368,701	13,648,457

(ii) Other expenses

	THE GROUP	
	2024	2023
	MUR' 000	MUR' 000
Information and telecommunication expenses	**164,199**	84,873
Insurance	**139,354**	69,714
General and miscellaneous costs	**118,367**	318,836
Professional fees and other services	**167,151**	169,783
Fees and commission	**237,944**	126,287
Closure costs	**239,123**	-
Other cost	**572,133**	613,582
	1,638,271	1,383,075

6. Finance Costs and Finance Income

	THE GROUP		THE COMPANY	
	2024	2023	**2024**	2023
	MUR' 000	MUR' 000	**MUR' 000**	MUR' 000
Interest expense on:				
Bank overdrafts	**(44,014)**	(35,645)	**(585)**	(175)
Loans repayable by instalments	**(295,729)**	(247,067)	**-**	-
Bills discounted	**(123,545)**	(33,883)	**-**	-
Debentures	**(45,824)**	(104,685)	**-**	-
Redeemable preference shares	**(2,908)**	(2,366)	**-**	-
B shares dividend	**(6,000)**	(6,400)	**-**	-
Loans at call	**(174,812)**	(233,463)	**(10,679)**	(6,553)
Lease liabilities (Note 16)	**(218,749)**	(214,607)	**-**	-
Fixed rate secured notes	**(298,506)**	(236,255)	**(136,965)**	(149,632)
Finance costs	**(1,210,087)**	(1,114,371)	**(148,229)**	(156,360)
Interest income on:				
Bank balances	**105,973**	62,056	**-**	-
Exchange gains arising on borrowings	**228,817**	240,764	**-**	-
Others	**-**	-	**4,246**	1,048
Finance income	**334,790**	302,820	**4,246**	1,048
Net finance costs	**(875,297)**	(811,551)	**(143,983)**	(155,312)

Notes to the Financial Statements (Continued)

Year ended 30 June 2024

7. (a) Employee Benefit Expense

	THE GROUP	
	2024 MUR' 000	2023 MUR' 000
Wages and salaries	**7,313,842**	6,570,316
Social security costs	**401,778**	476,553
Pension costs - defined contribution plans (Note 31)	**51,981**	80,636
Pension costs - defined benefit plans (Note 31)	**78,997**	108,108
Other post-retirement benefits	**67,943**	41,459
Others	**562,975**	466,246
Employee benefit expenses (Note 5(a))	**8,477,516**	7,743,318

7.(b) Expected Credit Losses

	THE GROUP	
	2024 MUR' 000	2023 MUR' 000
IFRS 9 Provisions:		
Investment in securities (Note 24)	**3,159**	9,576
Loans and advances to customers (Note 22)	**130,989**	280,218
Trade other receivables (Note 19(f))	**33,321**	65,743
Others	**3,811**	(1,123)
Total	**171,280**	354,414

7.(c) Depreciation and Amortisation

		THE GROUP	
		2024 MUR' 000	2023 MUR' 000
Depreciation of property plant and equipment	9(a)	**1,258,708**	1,118,539
Amortisation of intangible assets	11	**60,421**	54,141
Depreciation of right of use assets	16	**237,529**	220,133
		1,556,658	1,392,813

7.(d) Share of Results of Associates and Joint Ventures

	THE GROUP			
	2024 MUR' 000	2023 MUR' 000	**2024 MUR' 000**	2023 MUR' 000
	Share of profit		Other Comprehensive income	
Joint ventures (Note 13(a))	**427,003**	389,705	**20,029**	(85,377)
Associates (Note 14(a))	**610,433**	215,322	**46,509**	52,096
	1,037,436	605,027	**66,538**	(33,281)

8.Earnings & Net Asset Value per share

		THE GROUP		THE COMPANY	
		2024	2023	**2024**	2023
Basic and diluted earnings per share					
Profit attributable to owners	**MUR' 000**	**2,807,431**	2,653,326	**620,462**	623,658
Weighted average number of ordinary shares		**1,689,546**	1,687,560	**1,689,546**	1,687,560
Earnings per share	**MUR '000**	**1.66**	1.57	**0.37**	0.37
Net asset value per share					
Owners' Interest	**MUR' 000**	**23,191,998**	20,895,159	**22,168,609**	18,613,688
Number of shares in issue		**1,689,561**	1,687,560	**1,689,561**	1,687,560
Net asset value per share	**MUR '000**	**13.73**	12.38	**13.12**	11.03

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

9.(a) Property, Plant and Equipment

Accounting policies

Property, plant and equipment, except for freehold land and buildings and site improvements are stated at cost less accumulated depreciation and/or accumulated impairment losses, if any. Freehold land is stated at revalued amounts and buildings are stated at revalued amounts less subsequent accumulated depreciation and subsequent accumulated impairment losses.

Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at each financial year end. It is the Group's policy to revalue its freehold land and buildings at least once every three years. The basis used is market value derived using the Sales Comparison Approach and the Depreciated Replacement Cost Approach and independent valuers are used for such exercises. Any revaluation surplus is credited to other comprehensive income, except to the extent that it reverses a revaluation deficit for the same asset previously recognised in profit or loss, in which case the surplus is credited to profit or loss to the extent of the deficit previously charged. A decrease in an asset's carrying amount arising on revaluation is charged to profit or loss to the extent that it exceeds the balance, if any, held in the property revaluation reserve relating to a previous revaluation of that asset.

Depreciation on revalued buildings is charged to profit or loss. On the subsequent disposal or retirement of a revalued property, the attributable revaluation surplus remaining in the property revaluation reserve is transferred directly to the retained earnings.

Properties in the course of construction are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. Freehold land and assets under construction are not depreciated.

It is the Group's policy to maintain its buildings in a continued state of sound repair, such that their value is not significantly diminished by the passage of time or usage. Accordingly, in estimating the residual values, the Group has assessed the value of the building at the end of their useful life based on today's rate and this exercise is done by an independent qualified valuer. Therefore, buildings are depreciated on a straight-line basis to their estimated residual values over their estimated useful lives.

On other property, plant and equipment, depreciation is calculated on a straight-line basis to write off their depreciable amounts (cost less residual value) over their estimated useful lives.

The annual rates are as follows:-

	Rate per annum
Buildings	2% to 10%
Plant and machinery	2.5% to 20%
Motor vehicles	10% to 33%
Furniture, fittings and equipment	5% to 50%
Deer farming buildings and equipment	2.5% to 25%
Office, computer and other equipment	2% to 33%

The gain or loss arising on the disposal or retirement of an item (or part of an item) of property, plant and equipment is determined as the difference between the disposal proceeds and the carrying amount of the item (or part of the item, as applicable) and is recognised in profit or loss.

Assets under construction is valued at the cost of the project. Costs include an appropriate portion of fixed and variable overhead expenses.

Property, plant and equipment are transferred when there is a change in the use of the assets and are transferred at fair value on the date of the transaction.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

9.(a) Property, Plant and Equipment (Cont'd)

2024	Land and building	Assets under construction	Plant and machinery	Motor vehicles	Furniture, fittings & equipment	Office & Other equipment	Deer farming buildings & equipment	Total
(a) The Group	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
Cost or Valuation								
At 1 July 2023	25,637,858	563,816	5,527,915	399,651	4,910,624	879,518	77,345	37,996,727
Revaluation	209,454	-	-	-	-	-	-	209,454
Additions	623,666	514,427	221,466	60,247	828,658	118,323	4,077	2,370,864
Transfer to intangible assets (Note 11)	-	(1,052)	-	-	(1,661)	-	-	(2,713)
Transfer to right-of-use assets (Note 16)	-	-	(16,328)	-	(64,504)	-	-	(80,832)
Transfer to investment properties (Note 10)	(3,171)	-	-	-	-	-	-	(3,171)
Reclassification	72,535	(132,915)	79,457	8,035	(41,253)	14,141	-	-
Write offs	(40,877)	-	(98,312)	(7,715)	(34,235)	(32,595)	-	(213,734)
Translation adjustment	116,876	18,485	59,319	10,123	6,855	23,654	-	235,312
Disposals	(58,229)	(2,503)	(47,069)	(32,680)	(29,891)	(7,870)	(391)	(178,633)
At 30 June 2024	26,558,112	960,258	5,726,448	437,661	5,574,593	995,171	81,031	40,333,274
Depreciation								
At 1 July 2023	1,707,688	-	3,862,217	291,358	3,434,455	726,468	38,741	10,060,927
Revaluation	35,669	-	-	-	-	-	-	35,669
Charge for the year	506,780	-	271,063	44,226	351,781	80,194	4,664	1,258,708
Transfer to intangible assets (Note 11)	-	-	-	-	(829)	-	-	(829)
Transfer to right-of-use assets (Note 16)	-	-	(1,835)	-	(83)	-	-	(1,918)
Transfer to investment properties (Note 10)	(1,130)	-	-	-	-	-	-	(1,130)
Reclassification	1,807	-	1,512	-	(3,207)	(112)	-	-
Write offs	(34,147)	-	(98,044)	(4,041)	(32,993)	(31,913)	-	(201,138)
Translation adjustment	44,575	-	34,850	6,995	5,093	19,751	-	111,264
Disposals	(7,799)	-	(38,213)	(30,856)	(7,898)	(7,475)	(163)	(92,404)
At 30 June 2024	2,253,443	-	4,031,550	307,682	3,746,319	786,913	43,242	11,169,149
Net Book Values								
At 30 June 2024	24,304,669	960,258	1,694,898	129,979	1,828,274	208,258	37,789	29,164,125

** The amounts written off relate principally to fully depreciated assets which are not in use anymore.*

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

9.(a) Property, Plant and Equipment (Cont'd)

2023	Land and building	Assets under construction	Plant and machinery	Motor vehicles	Furniture, fittings & equipment	Office & Other equipment	Deer farming buildings & equipment	Total
(a) The Group	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
Cost or Valuation								
At 01 July 2022	23,721,655	216,305	5,391,423	380,080	4,446,495	825,958	71,920	35,053,836
Revaluation	1,619,878	–	–	–	–	–	–	1,619,878
Additions	595,251	460,605	296,258	48,809	450,307	91,128	5,425	1,947,783
Transfer to intangible assets (Note 11)	–	(56)	–	–	–	–	–	(56)
Transfer to right-of-use assets (Note 16)	–	–	–	(3,589)	–	–	–	(3,589)
Transfer to investment properties (Note 10)	(92,965)	–	–	–	14,336	–	–	(78,629)
Transfers	8,166	(95,735)	53,151	424	33,950	44	–	–
Write offs	(28)	–	(36,314)	(2,230)	(16,697)	(5,278)	–	(60,547)
Translation adjustment	(198,571)	(17,303)	(147,069)	(15,065)	(10,733)	(31,183)	–	(419,924)
Disposals	(15,528)	–	(29,534)	(8,778)	(7,034)	(1,151)	–	(62,025)
At 30 June 2023	25,637,858	563,816	5,527,915	399,651	4,910,624	879,518	77,345	37,996,727
Depreciation								
At 01 July 2022	1,648,705	–	3,745,877	274,583	3,159,928	695,315	34,428	9,558,836
Revaluation	(315,048)	–	–	–	–	–	–	(315,048)
Charge for the year	447,973	–	267,234	38,805	291,602	68,612	4,313	1,118,539
Transfer to investment properties (Note 10)	–	–	–	–	6,077	–	–	6,077
Write offs	(28)	–	(35,968)	(2,230)	(15,577)	(5,278)	–	(59,081)
Translation adjustment	(72,212)	–	(86,730)	(11,640)	(6,362)	(31,282)	–	(208,226)
Disposals	(1,702)	–	(28,196)	(8,160)	(1,213)	(899)	–	(40,170)
At 30 June 2023	1,707,688	–	3,862,217	291,358	3,434,455	726,468	38,741	10,060,927
Net Book Values								
At 30 June 2023	23,930,170	563,816	1,665,698	108,293	1,476,169	153,050	38,604	27,935,800

** The amounts written off relate principally to fully depreciated assets which are not in use anymore.*

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

9.(a) Property, Plant and Equipment (Cont'd)

(c) Fair value of land and buildings

The Group carries its land and buildings at fair value. The revaluation surplus net of applicable deferred income taxes was credited to other comprehensive income and shown in 'revaluation surplus' in the statement of changes in equity.

Details of the Group's land and buildings measured at fair value and information about the fair value hierarchy as at 30 June 2024 are as follows:

	THE GROUP			
	Level 2		Level 3	
	2024	2023	**2024**	2023
	MUR' 000	MUR' 000	**MUR' 000**	MUR' 000
Land and Building	**3,942,835**	4,923,775	**20,361,834**	19,006,395
Balance as at 30 June	**3,942,835**	4,923,775	**20,361,834**	19,006,395

The Group's main land and buildings were last revalued on 30 June 2023.

If the land and buildings were stated on the historical cost basis, the amount would be **MUR 12.3Bn** (2023: MUR 11.1Bn).

Hotels and resorts segment

(a) The Group's policy is to revalue its freehold land and buildings at least every three years. A revaluation exercise was conducted by Chartered Valuers, Elevante Property Services Ltd for the Group at 30 June 2023. The Chartered Valuers have confirmed that there has been no material change to the property value at 30 June 2024.

Freehold land was valued taking into consideration comparable sales evidences. Sales prices of comparable land in close proximity were adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square metre. The basis of valuation in estimating the market value has been undertaken in accordance with the principles set out by the International Valuation Standards Committee as per the International Valuation Application 1 (IVA 1) which deals with Valuation for Financial Reporting and which is to be used in the context of International Financial Reporting Standards (IFRSs) published by the International Accounting Standards Board (IASB).

The buildings, structures and site improvement have been valued on a depreciated replacement cost basis taking into consideration their replacement cost, with adjustments being made for age and condition. This method of valuation is based on the theory of substitution and is used in situations where it is difficult to estimate inputs to be used to calculate value due to volatile market factors. The most significant input into this method of valuation is the replacement cost per square metre.

(b) Management assessed the recoverable amount of assets for which indicators of impairment exists as at 30 June 2024.

(c) Hierarchy level

Details of the Group's freehold land and buildings and site improvements and information about the fair value hierarchy are as follows:

	THE GROUP	
	Level 2	Level 3
2024		
Freehold land	3,730,085	-
Buildings and improvement to leasehold land	-	13,289,942
Site improvements	-	103,630
Balance as at 30 June 2024	3,730,085	13,393,572

There were no transfers from one level to another during the year.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

9.(a) Property, Plant and Equipment (Cont'd)

Hotels and resorts segment (Cont'd)

(c) Fair value of land and buildings (Cont'd)

The following summarises the quantitative information about the significant unobservable inputs used in recurring level 3 fair value measurements:

	Valuation technique and key inputs	Sensitivity used	Effect on fair value Increase/(decrease)	
			2024	2023
			MUR '000	MUR '000
Buildings and improvement to leasehold land	Depreciated replacement cost approach	1% increase in current cost of replacing property	**127,578**	127,674
		1% decrease in current cost of replacing property	**(127,578)**	(127,674)
Site improvements	Depreciated replacement cost approach	1% increase in current cost of replacing property	**7,818**	7,799
		1% decrease in current cost of replacing property	**(7,818)**	(7,799)

(d) Bank borrowings are secured on fixed and floating charges on property, plant and equipment of the Group and the Company.

(e) In determining the recoverable amount of property, plant and equipment, the Group used estimates which has been disclosed in note 11

Property Segment

(a) The freehold land of Ferney Limited ("FL") relates to hunting ground, sugar cane fields, land surrounding the factory and fallow land as well as land earmarked for the Ferney Integrated Development Project under a Smart City Scheme developed through Ferney Development Limited ("FDL"). These lands were valued by CDDS Land Surveyors and Property Valuer, an independent and professionally qualified valuer, as at 30 June 2024. The valuation of land was derived using the residual approach and sales comparison approach by reference to land transactions in the vicinity and the buildings using the depreciated replacement cost.

(b) The land is classified as level 3 on the fair value hierarchy.

Significant valuation input:	Fair value MUR	Range MUR
Price per hectare - remaining land	1,151,140	474 – 14,215

Description	Fair value at		Unobservable inputs	Range of inputs		Relationship of unobservable inputs to fair value
	2024	2023		**2024**	2023	
	MUR '000	MUR '000		**%**	%	
Other land	**1,151,140**	1,151,140	Years purchase	**3% - 5%**	3% - 5%	The higher the capitalisation rate and the lower the fair value
			Discount rate	**5%**	5%	The higher the discount rate and terminal yield, the lower the fair value
			Terminal yield	**3% - 5%**	3% - 5%	
Buildings	**40,635**	40,635	Rental growth rate	**6.70%**	6.70%	The higher the rental growth rate and terminal yield, the higher the fair value
			Terminal yield	**3% - 5%**	3% - 5%	

Financial services segment

At 30 June 2024, an independent valuation was performed by an independent qualified valuer,'Razafindratandra Eric' Cabinet Razafindratandra (Certified CFEI®-2013/349) for land and buildings located at the headquarters in Madagascar. The valuer has over 20 years of relevant experience of the location and category of land and buildings being valued. The properties were valued at **MUR 1,218M** (2023: MUR 1,072M). The external valuations have been performed using sales comparison approach and depreciated replacement cost basis.

(a) Valuation inputs and relationships to fair value

Valuation model	Sales comparison approach / Replacement Cost
Unobservable inputs	Obsolescence Rate/ Unobservable sale price per square meter
Range of inputs	**1.67%** to **9.25%** (2023: 4.51% to 40.92%)

(b) Sensitivity analysis

A 5% increase or decrease in the obsolescence rate would lead to a decrease/increase of **MUR 45.2M** (2023: MUR 39.9M) in the fair value of land and building.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

9.(a) Property, Plant and Equipment (Cont'd)

(c) Fair value of land and buildings (Cont'd)

Healthcare segment

The revalued land and buildings consist of office and clinic premises. Management determined that these constitute one class of assets under IFRS 13, based on the nature, characteristics and risks of the property.

The Healthcare segment's land and building are stated at their revalued amounts. The land and building in Mauritius were valued at June 2024 and in Uganda at June 2023. In Mauritius, the valuation was performed by an independent valuer CDDS Valuation and Land Survey and in Uganda the valuation was performed by Bageine&Company, Certified Practising Valuers, who have the appropriate qualification and experience in the fair value measurement of properties in the relevant location. For the financial year 30 June 2024, the management in Uganda has made an assessment of the value of the land and building and considers that the value has not change materially to what it was as per the valuation report in June 2023. It is the Segment's policy to perform a full review of the value of land and buildings every 3 years and perform a desktop or internal review annually to consider any material movements in the market.

The land is classified as level 2 for C-Care (Mauritius) Ltd and level 3 for C-Care Health (Uganda) Limited and buildings are classified as level 3 on the fair value hierarchy.

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis at 30 June 2024 and 2023 are shown below:

The main inputs used in the valuation approach ranged as follows:

Description	Fair value at June 30		Valuation technique	Unobservable inputs	Range of Unobservable inputs (Probability - weighted average)	Range of Unobservable inputs (Probability - weighted average)	Relationship of Unobservable inputs to fair value
	2024	2023			**2024**	2023	
	MUR '000	MUR '000			**MUR**	MUR	
Building	**1,238,472**	818,955	Cost approach	Price per Square metre	**Rs 2,500– Rs 240,000 per square metre**	Rs 2,000– Rs 240,000 per square metre	The Higher the price per square metre, the higher the fair value
Land	**212,750**	208,700	Market approach	Price per Square metre	**Rs 1,200– Rs 7,500 per square metre**	Rs 1,100– Rs 7,500 per square metre	The Higher the price per square metre, the higher the fair value

Textile Segment

The Textile Segment engages external, independent and qualified valuers to determine the fair value of the Segment's land and buildings on a regular basis. The latest valuation was performed during the year ended June 30, 2023 and the fair value of the land and buildings have been determined by CDDS Land Surveyors and Property Valuer; Ratsimbazafy Ihanta Evelyne; Kumar & Associates, S. Pichaiya & associates and Jorip O Paridarshan Company Limited for land and buildings held in Mauritius, Madagascar, India and Bangladesh respectively.

The external valuations of level 3 land and buildings were performed using:

(i) a sales comparison approach,

(ii) replacement cost less depreciation approach, and

(iii) income approach

Given that there were limited or no similar sites in the vicinity in which the land and buildings of the Segment were located, the external valuers determined the inputs based on the size, age and condition of the land and buildings, the state of the local economy and comparable prices where relevant.

Information about fair value measurements using significant unobservable inputs (Level 3)

Description	2024	2023	Valuation Technique	Unobservable inputs	"Range of Unobservable" Inputs (probability – weighed Average)	"Relationship of unobservable inputs " to fair value
	MUR '000	MUR '000			MUR	
Manufacturing Sites Mauritius	**1,358,174**	1,364,323	Sales comparison and replacement cost less depreciation approach	Price per square metre	Rs.2,000– Rs.2,850/ square metre (land) and Rs.11,300– Rs.21,200/ square metre (buildings)	The higher the price per square metre, the higher the fair value
Manufacturing sites Madagascar	**695,225**	682,833	Sales comparison and replacement cost less depreciation	Price per square metre	MGA 47,000 – MGA 1,350,000/ square metre (land) and MGA	The higher the price per square metre, the higher the fair value

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

9.(a) Property, Plant and Equipment (Cont'd)

(c) Fair value of land and buildings (Cont'd)

Textile Segment (Cont'd)

Description	2024 MUR '000	2023 MUR '000	Valuation Technique	Unobservable inputs	Range of Unobservable Inputs (probability – weighed Average)	Relationship Of unobservable inputs to fair value
Manufacturing sites – Asia	**1,266,615**	1,277,092	Sales comparison and replacement cost less depreciation approach	1 bigha equivalent to 33 decimals and square feet for land and square feet for building	Tk. 2,121,212 / decimal for the land and Tk.14,322 per square metre for the building. INR.3,830–INR.10,500/ square metre for land and INR.18,300–INR.19,000 per square metre for the building	The higher the price per bigha/ square feet, the higher the fair value
	3,320,014	3,324,248				

There were no transfers between Levels 1, 2 and 3 during the year.

10. Investment Properties

Accounting policies

Investment properties, held to earn rentals or for capital appreciation or both and not occupied by the Group are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are carried at fair value, representing open-market value as determined periodically by the directors subsequent to the valuation carried out by external valuer. Changes in fair values are included in profit or loss. When the use of property changes such that it is reclassified as property, plant and equipment, its fair value at the date of reclassification becomes its cost for subsequent accounting.

	THE GROUP	
	2024	2023
Fair value model	**MUR '000**	MUR '000
At 1 July	**3,638,503**	3,614,242
Additions	**84,384**	211,563
Disposals	**(213,460)**	(6,080)
Transfer from property, plant and equipment (Note 9(a))	**2,041**	84,706
Transfer to Inventories	**-**	(507,325)
Increase in fair value	**15,762**	261,014
Exchange differences	**9,492**	(19,617)
At 30 June	**3,536,722**	3,638,503
The investment properties relate to those of BNI Madagascar, CIEL Textile Group and Ferney Limited.		
BNI Madagascar	**212,845**	231,542
CIEL Textile Group	**1,189,076**	1,104,692
Ferney Group	**2,134,801**	2,302,269
	3,536,722	3,638,503

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

10. Investment Properties (Cont'd)

Financial services segment

	THE GROUP	
	2024	2023
	MUR '000	MUR '000
Rental income	**4,338**	4,790
Direct operating expenses arising from investment properties that generate recurring rental income	**101**	74

The investment properties were fair valued by an independent qualified valuer, 'Razafindratandra Eric' Cabinet Razafindratandra, (Certified CFEI® - 2013/349).The valuer has over 20 years of relevant experience of the location and category of the investment properties being valued.The fair value was determined based on the replacement cost method whereby the valuation of the properties is discounted based on the future evolution of the zone in which the properties are found, the surrounding constructions access to infrastructure and the topography of the land.

(a) Valuation inputs and relationships to fair value

Valuation model	Replacement Cost
Unobservable inputs	Obsolescence Rate/ Unobservable sale price per square meter
Range of inputs	**2.83% to 9.93%** (2023: 4.10% to 32.73%)

(b) Sensitivity analysis

A 5% increase or decrease in the obsolescence rate would lead to a decrease/increase of **MUR 10.6M** (2023: MUR 12.8M) in the fair value of investment properties.

Ferney Group

(a) The investment properties of Ferney Limited ("FL") comprise sugarcane land and agricultural land held for rental purposes as well as land earmarked for the Ferney Integrated Development Project under a Smart City Scheme developed through Ferney Development Limited ("FDL"). These lands were valued by CDDS Land Surveyors and Property Valuer, an independent and professionally qualified valuer, as at 30 June 2024. The valuation of land was derived using the residual approach and sales comparison approach by reference to land transactions in the vicinity. A full valuation was performed as at 30 June 2023 and a desktop review was done as at 30 June 2024.

(b) Ferney Integrated Development Project: On 17 November 2020, the Economic Development Board issued a letter of intent to FDL pursuant to Regulation 9(3) of the SCS Regulations. The letter of intent is issued on the basis that FDL will develop a Smart City Project based on five pillars - Sustainability, Agri-Hub, Nature and Science Economy, Eco-Tourism, of an extent of 500 Hectares under the Smart City Scheme (the "Scheme").

(c) The land (the "earmarked land") that has been earmarked for the purposes of carrying out the smart city development in accordance with the Investment Promotion (Smart City Scheme) Regulations 2015. In May 2022, FDL obtained its Smart City Certificate. A surplus application made to the EDB on September 02, 2022 and for which a No Objection Letter has been received on October 12, 2022.

(d) Basis of valuation of the earmarked land: The residual method of valuation is to estimate the possible revenue of the developable land and assuming all Smart City permits are granted net of all the costs of developing the entire Smart City, mostly being the cost of construction of the buildings and services, to end up with a value of bare developable land.

(e) In the year ended June 30 2024, the earmarked land has been valued at Rs 2,135M . This represented an average estimated price per acre of Rs 1M.

(f) The investment properties are classified as level 3 on the fair value hierarchy.

Significant valuation input:	**Fair value**	**Range**
	MUR '000	**MUR '000**
Price per hectare – Smart City	1,430,508	3,790 - 9,950
Price per hectare - remaining land	704,292	473 – 5,923

	THE GROUP	
	2024	2023
	MUR '000	MUR '000
Rental income	**12,313**	17,032
Direct operating expenses arising from investment properties that generate recurring rental income	**1,554**	2,074

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

10. Investment Properties (Cont'd)

(g) The following table summarises the quantitative information about the significant unobservable inputs used in recurring level 3 fair value measurements.

(h)

	Fair value at			Range of inputs		
	2024	2023		2024	2023	
Description	MUR '000	MUR '000	Unobservable inputs	%	%	Relationship of unobservable inputs to fair value
Smart City	**1,430,508**	1,430,508	Capitalisation rate	**1% - 7.5%**	1% - 7.5%	The higher the capitalisation rate, the lower the fair value
Remaining land	**704,292**	871,760	Years purchase	**4 - 5 %**	4 - 5 %	The higher the capitalisation rate the lower the fair value

(i) There were no transfers between levels during the year.

(j) Sensitivity analysis

A 1% increase/decrease in the capitalisation rate and years purchase rate would lead to a decrease/increase of **MUR 45.1M / MUR 59.6M** for 2024 and 2023 in the fair value of the investment properties.

CIEL Textile Group

The investment properties are valued by CDDS Land Surveyors and Property Valuer, an independent professionally qualified valuer who hold a recognised relevant professional qualification and have recent experience in the locations and segments of the investment properties valued. In 2024, a desktop review was performed by the same valuer. The valuation was based on the sales comparison approach, referencing building transactions in the vicinity.

Valuation inputs and relationships to fair value

	Fair value	Range
	MUR '000	MUR '000
Price per hectare - land	417,670	0.2 to 0.3
Price per m² - Building	1,211,224	11 to 35

	Fair value at			Range of inputs		
	2024	2023		2024	2023	
Description	MUR '000	MUR '000	Unobservable inputs	%	%	Relationship of unobservable inputs to fair value
- Leased building and land	**1,487,235**	1,402,851	Capitalisation rate	7.75% - 8%	7.75% - 8%	The higher the capitalisation rate the lower the fair value
- Bare land	**141,659**	141,659				

Sensitivity analysis

1% increase/decrease in the capital rate would lead to a decrease/increase of **MUR 17.0 M/MUR 16.6M** in the fair value of the investment properties for 2024 and 2023. The investment properties are classified as level 3 on the fair value hierarchy. There was no transfer between levels during the year.

	THE GROUP	
	2024	2023
	MUR '000	MUR '000
Rental income	**133,394**	98,772
Service charge outgoing	**(29,081)**	(21,130)
Direct operating expenses arising from investment properties that generate recurring rental income	**(23,706)**	(24,877)

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

11. Intangible Assets

Accounting policies

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

Goodwill with an indefinite life is not subject to amortisation and is tested annually for impairment or more frequently if events and changes in circumstances indicate that they might be impaired. On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the gains and losses on disposal.

Goodwill is allocated to cash generating units for the purpose of impairment testing. Any impairment is presented separately on the face of the statement of profit or loss and other comprehensive income.

Computer software

Acquired computer software licences are capitalised on the basis of costs incurred to acquire and bring to use the specific software and are amortised using the straight-line method over their estimated useful lives (1 - 8 years).

Costs associated with developing or maintaining computer software are recognised as an expense as incurred. Costs that are directly associated with the production of identifiable and unique software controlled by the Group and that will generate economic benefits exceeding costs beyond one year, are recognised as intangible assets.

Direct costs include the software development employee costs and an appropriate portion of relevant overheads.

Computer software development costs, recognised as assets, are amortised over their estimated useful lives, not exceeding 3 years

2024	Computer Software	Goodwill	Total
(a) The Group	MUR '000	MUR '000	MUR '000
Cost			
At 1 July 2023	754,122	1,298,830	2,052,952
Additions	138,614	22,321	160,935
Transfer from property, plant & equipment (Note 9(a))	1,884	-	1,884
Translation adjustment	23,036	-	23,036
Write offs	(1,712)	(49)	(1,761)
At 30 June 2024	915,944	1,321,102	2,237,046
Amortisation			
At 1 July 2023	615,412	32,357	647,769
Charge for the year	60,421	-	60,421
Translation adjustment	16,094	-	16,094
Write offs	(1,712)	-	(1,712)
At 30 June 2024	690,215	32,357	722,572
Net Book Values			
At 30 June 2024	225,729	1,288,745	1,514,474

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

11. Intangible Assets (Cont'd)

Accounting policies (Cont'd)

2023 (a) The Group	Computer Software MUR '000	Development Cost MUR '000	Goodwill MUR '000	Total MUR '000
COST				
At 1 July 2022	810,091	5,074	1,289,422	2,104,587
Additions	72,470	-	9,408	81,878
Transfer from property, plant & equipment (Note 9(a))	56	-	-	56
Disposal	(77,384)	-	-	(77,384)
Translation adjustment	(34,865)	-	-	(34,865)
Transfers	5,074	(5,074)	-	-
Write offs	(21,320)	-	-	(21,320)
At 30 June 2023	754,122	-	1,298,830	2,052,952
Amortisation				
At 1 July 2022	686,838	1,780	32,357	720,975
Charge for the year	54,141	-	-	54,141
Disposal	(77,384)	-	-	(77,384)
Translation adjustment	(28,643)	-	-	(28,643)
Write offs	(21,320)	-	-	(21,320)
Transfers	1,780	(1,780)	-	-
At 30 June 2023	615,412	-	32,357	647,769
Net Book Values				
At 30 June 2023	138,710	-	1,266,473	1,405,183

The breakdown of the goodwill is:

	2024 MUR '000	2023 MUR '000
Healthcare segment	**828,538**	806,376
Hotels and resorts segment	**225,134**	225,024
Financial services segment	**233,893**	233,893
Others - FX Market Edge Limited	**1,180**	1,180
	1,288,745	1,266,473

Impairment testing of goodwill

Healthcare Segment

The key assumptions used for the impairment calculation are:

Discount rate: Discount rate represents the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and specific risk of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on specific circumstances of the Company and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into consideration both debt and equity. The cost of equity is derived by using comparable industries data and adjust for the country risk and size for the company. The cost of debt is based on the interest-bearing borrowings.

Growth rate estimates: Rates are based on management's best estimates of the Group's and industry's growth rate.

Goodwill has been allocated for impairment testing purposes to the following cash generating units:

		2024 MUR '000	2023 MUR '000
C-Care Health (Uganda) Limited	(i)	**207,203**	207,203
C-Care Mauritius:			
C-Care (Mauritius) Ltd	(ii)	**240,378**	240,378
Wellkin Hospital	(iii)	**343,059**	343,059
Department of Cardiac Sciences and Critical Care	(iv)	**7,508**	7,508
Dentcare Ltd		**8,228**	8,228
C-Care (Madagascar) Ltd			
Centre Technique Biomédical		**22,160**	-
		828,536	806,376

Notes to the Financial Statements (Continued)

Year ended 30 June 2024

11. Intangible Assets (Cont'd)

Impairment testing of goodwill (Cont'd)

(i) C-Care Health (Uganda) Limited

The recoverable amount of this cash-generating unit has been determined based on either its value in use or fair value less costs to sell. Value in use calculation use cash flow projections based on financial budgets approved by senior management covering a 10 year period depending on the macro-economic environment in which C-Care Health (Uganda) Limited operates. The discount rate calculation is based on specific circumstances of the cash generating units and a rate of **22.86%** (2023: 22.87%) has been estimated. The terminal value has been computed by capitalising the net income prevailing at the end of the cash flow projections, using a growth rate of **6.2%** (2023: 6%) and discounting at an appropriate rate.

Healthcare Segment (Cont'd)

	2024 MUR '000	2023 MUR '000
Sensitivity to changes in assumptions		
Discount factor +0.5% point	**(32,000)**	(27,000)
Discount factor -0.5% point	**35,000**	29,000
Terminal Growth rate +0.5% point	**10,000**	9,000
Terminal Growth rate -0.5% point	**(10,000)**	(9,000)

(ii) C-Care (Mauritius) Limited

C-Care is listed on the Development Enterprise Market (DEM) on the Stock Exchange of Mauritius. As at 30 June 2024, the investment in C-Care has been valued using the Volume Weighted Average Price ("VWAP") model as management considers it is a more appropriate valuation of the Company. The share price as at 30 June 2024 was **MUR 10.00** (2023: MUR 10.00) and the VWAP used for valuing the investment was **MUR 10.40** (2023: MUR 9.76).

	2024 MUR '000	2023 MUR '000
Sensitivity to changes in VWAP		
5% increase	**200,000**	188,000
5% decrease	**(200,000)**	(188,000)

(iii) Wellkin Hospital

The recoverable amount of this cash-generating unit has been determined based on either its value in use or fair value less costs to sell. Value in use calculation use cash flow projections based on financial budgets approved by senior management covering a 5 year period depending on the macro-economic environment in which Welkin operates. The discount rate (pre-tax) calculation is based on specific circumstances of the cash generating units and a rate of **11.23%** (2023: 11.96%) has been estimated. The terminal value has been computed by capitalising the net income prevailing at the end of the cash flow projections, using a growth rate of **3.0%** (2023: 3.0%) and discounting at an appropriate rate.

The recoverable amount of this cash generating unit is MUR **3.2bn**. This has been based on the overall contribution of Wellkin to C-Care- the valuation of C-Care being explained above.

Sensitivity to changes in assumptions	2024 MUR '000	2023 MUR '000
Discount factor +0.5% point	**(192,601)**	(147,403)
Discount factor -0.5% point	**219,107**	166,094
Growth rate +0.5% point	**172,083**	128,449
Growth rate -0.5% point	**(152,372)**	(114,871)

Based on the assessment for Department of Cardiac Sciences and Critical Care and Centre Technique Biomedical and Dentcare Limited, no sensitivity has been assessed as it is considered as not material and will have no material impact on the goodwill if assumptions changed significantly.

Financial services segment

A segment-level summary of the goodwill allocation is presented below.

	2024 MUR '000	2023 MUR '000
Indian Ocean Financial Holdings Limited (Group)	**163,378**	163,378
MITCO Group Limited	**70,515**	70,515
	233,893	233,893
Assets allocated to goodwill		
Indian Ocean Financial Holdings Limited (Group)		
Carrying value	**1,221,576**	1,003,229
Recoverable amount	**1,476,248**	1,183,097
MITCO Group Limited		
Carrying value	**321,886**	331,475
Recoverable amount	**361,904**	347,059

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

11. Intangible Assets (Cont'd)

Impairment testing of goodwill (Cont'd)

Financial services segment (Cont'd)

Goodwill is attributable to the above-named companies' strong position and profitability in their respective market and to their workforce. The Group tests whether goodwill has suffered any impairment on an annual basis. The recoverable amount of the cash generating units (CGUs) was determined based on the higher of the fair value and the value in use computed using a discounted cash flow model. The use of this method requires the use of assumptions, which have been disclosed below for the value in use and in note 12 for the fair value.

The goodwill at Indian Ocean Financial Holdings Limited arose on the acquisition of the investment in BNI Madagascar SA.

2024	MITCO Group Limited
Risk-free rate (%)	**5.61%**
Equity beta	**0.38**
Equity market risk premium (%)	**7.81%**
Cost of debt (%)	**6.75%**
Weighted Average Cost of Capital (%)	**12.58%**
Growth (%)	**3.00%**
Model	**Discounted Cash Flow Model**
Number of years	**3**

2023	MITCO Group Limited
Risk-free rate (%)	5.71%
Equity beta	0.37
Equity market risk premium (%)	9.73%
Cost of debt (%)	6.75%
Weighted Average Cost of Capital (%)	13.31%
Growth (%)	3.00%
Model	Discounted Cash Flow Model
Number of years	3

Management has determined the values assigned to each of the above key assumptions as follows:

Assumption	Approach used to determine values
Risk-free rate (%)	Reflects the risk-free rate applicable to the country, for instance, the 20-year (2023: 20-year) bond rate in Mauritius or 3 year in the case of Madagascar
Equity beta	Volatility of a stock compared to the market. Applicable rate in country used.
Specific risk premium (%)	Return in excess of the risk-free rate that an asset is supposed to yield based on country in which the investment operates as well as its segment.
Cost of equity/ Weighted Average Cost of Capital (%)	Firm's cost of capital and is not determined by management but rather by external factors. However, this is validated against the general risk appetite framework put in place by the controlling shareholder.
Growth (%)	Based on forecasts and business plans of the investee company

Significant estimate: Impact of possible changes in key assumptions

The recoverable amount of the CGUs would equal their carrying amounts if the WACC was to change as per below. The Group does not expect the WACC to increase up to these levels.

	2024		2023	
CGU	**From**	**To**	From	To
BNI Madagascar SA	**24.03%**	**34.28%**	24.72%	30.78%
MITCO Group Limited	**12.58%**	**13.9%**	13.31%	16.5%

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

11. Intangible Assets (Cont'd)

Hotels and resorts segment

Below is an overview of the methods and key assumptions used at the end of the reporting period, to determine recoverable amounts for CGUs or groups of CGUs.

		2024		2023	
		Sunlife resorts*	**Resorts managed by external operators****	Sunlife resorts*	Resorts managed by external operators**
Carrying value of Goodwill	MUR'000	**-**	**225,134**	-	225,024
Carrying value of property, plant and equipment	MUR'000	**7,526,207**	**10,325,979**	8,927,525	8,875,664
Recoverable amount method		**Value in use and Market value**	**Value in use and Market value**	Value in use and Market value	Value in use
Period of projected cash flows	Years	**10**	**10**	10	10
Terminal capitalisation rate	%	**9.75%**	**9.00 - 9.25%**	9.75%	9.00 - 9.25%
Discount rates	%	**13.60%**	**12.78% - 13.10%**	13.57%	12.82% - 13.07%

**Sunlife resorts refer to Wolmar Sun Hotels Limited, Long Beach Resort Ltd, City and Beach Hotels (Mauritius) Limited which were valued based on projected cash flows.*

*** Anahita Hotel Limited, SRL Touessrok Hotel Ltd and Loisirs des Iles Ltée were valued based on present value of projected cash flows while Loisirs des Iles Ltée was valued based on sales comparison approach*

The value in use for impairment tests is estimated by discounting estimated future cash flows to their present value. The discounted future cash flows are estimated for periods of up to ten years, depending on the CGU, and a terminal value. The future cash flows are based on our estimates and expected future operating results of the CGU after considering economic conditions and a general outlook for the CGU's industry. Our discount rates consider market rates of return, debt to equity ratios, and certain risk premiums, among other things. The terminal value is the value attributed to the CGU's operations beyond the projected time period of the cash flows using a perpetuity rate based on expected economic conditions and a general outlook for the industry.

The recoverable amounts of the CGUs would equal their carrying amounts if the key assumption, i.e. discount rate, was to change as follows:

	2024		2023	
	From	**To**	From	To
Change in discount rate				
Anahita Hotel Limited	**12.78%**	**17.32%**	12.82%	17.95%
City and Beach Hotels (Mauritius) Limited	**13.60%**	**34.55%**	13.57%	28.82%
Long Beach Resort Ltd	**13.60%**	**16.80%**	13.57%	17.58%
Wolmar Sun Hotels Limited	**13.60%**	**29.80%**	13.57%	27.02%
SRL Touessrok Hotel Ltd	**13.10%**	**14.89%**	13.07%	13.98%

Sensitivity Analysis	**Decrease of 0.5% in discount rate**	**Increase of 0.5% in terminal value**
	MUR'000	**MUR'000**
2024	**854,767**	**557,192**
2023	1,262,685	643,760

Impact on Goodwill – Based on the above assessments of the recoverable amount, there is no material indication of impairment.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

12. Investments in Subsidiary Companies

Accounting policies

Separate financial statements

In the separate financial statements of the investor, investments in subsidiary companies are carried at fair value. On adoption of IFRS 9, the Group made an irrevocable election at the time of initial recognition to account for equity investments at fair value through OCI ('FVOCI'). There is no subsequent reclassification of fair value gains and losses to profit and loss following the derecognition of these investments. On disposal of these equity investments, any related balance within the FVOCI reserve is reclassified to retained earnings.

Consolidated financial statements

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired are recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss as a bargain purchase gain.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Transactions with non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value with the change in carrying amount being recognised in profit and loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets and liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to retained earnings.

Fair value hierarchy

This section explains the judgements and estimates made in determining fair values of the financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its investments in subsidiaries into the below two levels as prescribed under the accounting standards.

(a) The Company	**MUR '000**	**MUR '000**	**MUR '000**
	Level 2	**Level 3**	**Total**
Valuation			
At 1 July 2023	**4,000,939**	**16,971,867**	**20,972,806**
Fair value adjustment	**1,611,279**	**1,775,574**	**3,386,853**
At 30 June 2024	**5,612,218**	**18,747,441**	**24,359,659**

	MUR '000	MUR '000	MUR '000
	Level 2	Level 3	Total
Valuation			
At 1 July 2022	4,629,424	18,881,381	23,510,805
Fair value adjustment	(628,485)	(1,934,514)	(2,562,999)
Additions	-	25,000	25,000
At 30 June 2023	4,000,939	16,971,867	20,972,806

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

12. Investments in Subsidiary Companies (Cont'd)

Specific valuation techniques used to value the Company's investments include:

Level 2 investments

Sunlife: The quoted prices, adjusted by a 10% premium has been used to value investments. This is explained by the fact that the Company holds a controlling stake in those subsidiaries and would expect to offer such a premium, should it wish to acquire more shares in these entities. This premium falls within the range of those offered on previous similar transactions.

C-Care (Mauritius) Limited: adjusted quoted price on DEM - Investment has been valued using the Volume Weighted Average Price ("VWAP") model as at 30 June 2024 as management considers it is a more appropriate valuation of the Company.

Where appropriate, the ratio of the cumulative share price to the cumulative volume traded over a given time period has been used to fair value the investment.

Level 3 investments

CIEL Textile Limited: Discounted cash flow

CIEL Finance Limited: A mixture of Discounted cash flow, Price to book and Price earnings

CIEL Properties Limited(including 100% Evolis properties Ltd), C-Care (International) Ltd and CIEL Agro Limited: Net assets being proxy to fair value.

	2024 MUR '000	2023 MUR '000
Fair Value	**11,191,484**	10,376,144
Valuation techniques	**Net asset Value**	Net asset Value
Observable inputs		
Sensitivity to changes +5%	**559,574**	518,807
Sensitivity to changes -5%	**(559,574)**	(518,807)

Valuation inputs and relationships to fair value

<u>CIEL Finance Limited – underlying assets</u>

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements of the underlying assets in CIEL Finance Limited.

		BNI Madagascar SA	**MITCO Group Limited**
Methodology		**Discounted Cash Flow (DCF)**	**Price Earnings Ratio (PER) x Net Profit**
Valuation model		**DCF**	**PER**
Unobservable inputs			
Weighted average cost of capital (2024)		**24.03%**	**-**
Terminal growth (2024)		**15.43%**	**-**
Terminal growth (2023)		15.43%	
Risk-free rate (2024)		**13.00%**	**-**
Risk-free rate (2023)		12.20%	
Equity beta (2024)		**0.78**	**-**
Equity beta (2023)		0.80	
Equity market risk premium (2024)		**13.38%**	**-**
Equity market risk premium (2023)		15.43%	
Price Earnings ratio (2024)		**-**	**7.23x**
Price Earnings ratio (2023)		-	7.40x
Relationship of unobservable inputs to fair value (2024) (MUR 000)			
Weighted average cost of capital	+2.5	**(24,176)**	-
	-2.5	**24,692**	-
Terminal growth	+2.5	**12,620**	-
	-2.5	**(12,620)**	-
Price Earnings ratio	+2.5	**-**	**5,652**
	-2.5	**-**	**(5,652)**
Relationship of unobservable inputs to fair value (2023) (MUR 000)			
Weighted average cost of capital	+2.5	(18,903)	-
	-2.5	18,903	-
Terminal growth	+2.5	9,870	-
	-2.5	(9,870)	-
Price Earnings ratio	+2.5	-	5,525
	-2.5	-	(5,525)

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

12. Investments in Subsidiary Companies (Cont'd)

CIEL Textile Limited

Description	Fair value	Valuation technique	Unobservable inputs	Range of inputs
	MUR '000			
30-Jun-24				
CIEL Textile Limited *	**8,295,348**	Discounted Cash Flow	Weighted-average cost of capital	**11.85%**
			Terminal Growth Rate	**3.3%**

	MUR '000
Sensitivity to changes in assumptions	
Terminal +0.5% point	**560,000**
Terminal -0.5% point	**(498,000)**
Weighted-average cost of capital +0.5% point	**(680,000)**
Weighted-average cost of capital -0.5% point	**765,000**

Description	Fair value	Valuation technique	Unobservable inputs	Range of inputs
	MUR '000			
30-Jun-23				
CIEL Textile Limited *	7,913,370	Discounted Cash Flow	Weighted-average cost of capital	12.70% - 13.50%
			Terminal Growth Rate	4%

	MUR '000
Sensitivity to changes in assumptions	
Terminal +0.5% point	497,000
Terminal -0.5% point	(340,000)
Weighted-average cost of capital +0.5% point	(629,000)
Weighted-average cost of capital -0.5% point	701,000

** CIEL Textile Limited value includes **78.70%** (2023 - 78.70%) of Evolis group. Evolis Group has been valued at its net asset value as it holds mainly investment properties. The properties have been fair valued at year end by CDDS using the Discounted Cash Flow model.*

The net assets value of Evolis as at June 30, 2024 was **MUR 1.5Bn** (2023 - MUR 1.5Bn). CTL's share represents **MUR 1.2Bn** (2023 - MUR 1.2Bn).

C-Care (Mauritius) Ltd

C-Care is listed on the Development Enterprise market (DEM) of the Stock Exchange of Mauritius. As at 30 June 2024, the investment in C-Care has been valued using the Volume Weighed Average Price ("VWAP") as management considers it is a more appropriate valuation of the company. Investment is reported as Level 2 investment in the fair value hierarchy. The share price as at 30 June 2024 was **MUR 10.00** (2023: MUR 10.00) and the VWAP used for valuing the investment was **MUR 10.40** (2023: MUR 9.76)

Valuation process

Management has a team that performs the valuations of non-property items required for financial reporting purposes, including level 3 fair values.

The team reports to the Chief Financial Officer (CFO) and the Audit Committee (AC). Discussions of valuation processes and results are held between the CFO, AC and the valuation team quarterly, in line with the group's quarterly reporting periods.

The main level 3 inputs used by the group are derived and evaluated as follows:

- Discount rates for financial assets and financial liabilities are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.
- Risk adjustments specific to the counterparties (including assumptions about credit default rates) are derived from credit risk gradings determined by the Group internal credit risk management group.
- Earnings growth factors for unlisted equity securities are estimated based on market information for similar types of companies.
- Contingent consideration – expected cash inflows are estimated based on the terms of the sale contract and the entity's knowledge of the business and how the current economic environment is likely to impact it.

Changes in level 2 and level 3 fair values are analysed at the end of each reporting period during the quarterly valuation discussion between the CFO, AC and the valuation team. As part of this discussion the team presents a report that explains the reason for the fair value movements.

CIEL Agro Limited, CIEL Finance Limited, CIEL Properties Limited and C-Care (International) Ltd have been valued at their net asset value which is representative of their fair values.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

12. Investments in Subsidiary Companies (Cont'd)

b) The list of the Group's significant subsidiaries is as follows:

Name of subsidiary company	Class of Shares	Stated capital		Percentage holding		Proportion of ownership interests held by non-controlling interests		Valuation		Year end	Country of incorporation/ Principle place of business	Denominated Currency	Main business
		2024	2023	**2024**	2023	**2024**	2023	**2024**	2023				
				Direct	Direct			**MUR**	MUR				
		000's	000's	**%**	%	**%**	%	**000's**	000's				
CIEL Agro Limited	Ordinary	**1,413,865**	1,413,865	**100.00**	100.00	**-**	-	**1,646,324**	1,401,524	30 June	Mauritius	MUR	Investment
CIEL Properties Limited	Ordinary	**2,202,701**	2,202,701	**100.00**	100.00	**-**	-	**3,323,698**	3,130,765	30 June	Mauritius	MUR	Investment
CIEL Corporate Services Ltd	Ordinary	**25**	25	**100.00**	100.00	**-**	-	**25**	25	30 June	Mauritius	MUR	Management services
CIEL Finance Limited	Ordinary	**1,933,231**	1,933,231	**100.00**	100.00	**-**	-	**2,955,680**	2,184,629	30 June	Mauritius	MUR	Investment
C-Care (International) Ltd	Ordinary	**1,535,395**	1,535,395	**53.03**	53.03	**46.97**	46.97	**2,526,246**	2,341,434	30 June	Mauritius	MUR	Investment
CIEL Textile Limited	Ordinary	**685,865**	685,865	**100.00**	100.00	**-**	-	**8,295,348**	7,913,370	30 June	Mauritius	MUR	Investment
Rockwood Textiles Ltd	Ordinary	**1**	1	**100.00**	100.00	**-**	-	**120**	120	30 June	Mauritius	MUR	Property
Sun Limited	Ordinary	**1,945,451**	1,945,451	**50.12**	50.12	**49.88**	49.88	**4,421,817**	2,883,794	30 June	Mauritius	MUR	Investment
C-Care (Mauritius) Ltd*	Ordinary	**289,801**	289,801	**20.08**	20.08	**44.17**	44.17	**1,190,401**	1,117,145	30 June	Mauritius	MUR	Healthcare Services
								24,359,659	20,972,806				

** CIEL Limited indirectly holds 35.75% of C-Care (Mauritius) Ltd through C-Care (International) Ltd and the effective shareholding is 55.83%.*

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

12. Investments in Subsidiary Companies (Cont'd)

(c) Summarised financial information on subsidiaries with material non-controlling interests.

2024	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Revenue	Profit for the year	Other Comprehensive income	Non-controlling interests
	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
CIEL Textile Limited – Group [1]	9,611,117	7,439,268	8,080,885	2,063,204	15,783,190	809,161	87,516	5,984
Sun Limited – Group	2,530,484	21,050,042	3,682,935	6,777,763	8,714,766	2,032,111	(148,715)	22,962
CIEL Finance Limited – Group	22,390,337	27,980,745	42,370,225	2,256,279	5,654,117	1,580,847	294,014	1,174,605
C-Care (International) Ltd – Group [2]	1,345,015	4,759,428	1,521,685	2,222,353	4,881,256	349,998	(2,928)	110,027

2024	Operating Activities	Investing Activities	Financing Activities	Net Increase / (decrease) in Cash and Cash Equivalents
	MUR '000	MUR '000	MUR '000	MUR '000
CIEL Textile Limited – Group	1,488,042	(602,441)	(224,720)	660,881
Sun Limited – Group	2,559,652	(634,329)	(2,256,395)	(331,072)
CIEL Finance Limited – Group	194,808	18,037	835,550	1,048,395
C-Care (International) Ltd – Group	727,261	(932,275)	155,705	(49,309)

	Non-Controlling Interest (NCI)		
2024	Dividend paid	Total comprehensive income allocated	Accumulated Reserve
	MUR '000	MUR '000	MUR '000
CIEL Textile Limited - Group	-	5,984	315,889
Sun Limited – Group	-	22,962	948,488
CIEL Finance Limited - Group	683,875	1,174,605	2,690,986
C-Care (International) Ltd - Group	63,153	110,027	494,780

[1] Non-controlling interests in CIEL Textile Limited includes 21.30% directly held by CIEL Properties Ltd

[2] Non-controlling interests in C-Care (International) Ltd includes 20.08% of C-Care (Mauritius) Ltd's share

The summarised financial information above is the amount before intra-group eliminations.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

12. Investments in Subsidiary Companies (Cont'd)

(c) Summarised financial information on subsidiaries with material non-controlling interests (Cont'd)

2023	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Revenue	Profit for the year	Other Comprehensive income	Non-controlling interests
	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
CIEL Textile Limited – Group [1]	9,068,496	7,152,550	8,065,560	1,840,542	17,933,270	1,167,360	301,691	40,529
Sun Limited – Group	2,712,949	20,522,288	3,459,502	8,005,640	8,104,710	1,518,536	585,738	81,601
CIEL Finance Limited – Group	24,777,312	20,443,916	38,224,203	2,193,425	5,128,870	1,085,281	(94,516)	531,730
C-Care (International) Ltd – Group [2]	1,317,992	4,058,717	1,399,699	1,821,602	4,120,819	349,557	70,962	121,578

2023	Operating Activities	Investing Activities	Financing Activities	Net Increase / (decrease) in Cash and Cash Equivalents
	MUR '000	MUR '000	MUR '000	MUR '000
CIEL Textile Limited – Group	1,595,623	(1,027,062)	(79,910)	488,651
Sun Limited – Group	2,567,180	(350,727)	(2,024,775)	191,678
CIEL Finance Limited – Group	1,451,952	184,885	(2,265,957)	(629,120)
C-Care (International) Ltd – Group	583,326	(581,572)	(179,013)	(177,259)

	Non-Controlling Interest (NCI)		
2023	Dividend paid	Total comprehensive income allocated	Accumulated Reserve
	MUR '000	MUR '000	MUR '000
CIEL Textile Limited - Group	-	40,529	315,230
Sun Limited – Group	-	81,601	926,097
CIEL Finance Limited - Group	235,359	531,730	2,200,257
C-Care (International) Ltd - Group	74,297	121,578	428,114

[1] Non-controlling interests in CIEL Textile Limited includes 21.30% directly held by CIEL Properties Ltd

[2] Non-controlling interests in C-Care (International) Ltd includes 20.08% of C-Care (Mauritius) Ltd's share

The summarised financial information above is the amount before intra-group eliminations.

Notes to the Financial Statements (Continued)

Year ended 30 June 2024

13. Investments in Joint Ventures

Accounting policies

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Separate financial statements

In the separate financial statements of the investor, investments in joint ventures are carried at fair value. The carrying amount is reduced to recognise any impairment in the value of individual investments.

Consolidated financial statements

Joint ventures are accounted for using the equity method.

	2024 MUR '000	2023 MUR '000
(a) The Group		
At 1 July	**2,674,167**	2,454,248
Dividend	**(218,698)**	(351,767)
Change in ownership without loss in control	**(129,152)**	-
Transfer from Associates (Note 14)	**-**	246,439
Translation adjustment	**13,686**	20,919
Share of results	**427,003**	389,705
Share of other comprehensive income	**20,029**	(85,377)
At 30 June	**2,787,035**	2,674,167
Net assets	**2,612,550**	2,499,682
Goodwill	**174,485**	174,485
	2,787,035	2,674,167
Group's share of net assets		
Quoted	**151,124**	225,526
Unquoted	**2,461,426**	2,274,156
	2,612,550	2,499,682
(b) The Company		
Unlisted	**Level 3**	Level 3
At 1 July	**166,500**	162,466
Fair value adjustment	**(16,500)**	4,034
At 30 June	**150,000**	166,500

2024 – The fair value has been based on a discounted cash flow approach over a period of ten years using the Gordon Growth Model. A WACC of 11.74% and terminal growth rate of 2% have been used. An increase/decrease in WACC by 5% would have been decreased/increased the investment fair value by **MUR 4M/MUR 1M**.

2023 – The fair value has been based on a discounted cash flow approach over a period of ten years using the Gordon Growth Model. A WACC of 12.15% and terminal growth rate of 3.45% have been used. An increase/decrease in WACC by 5% would have been decreased/increased the investment fair value by MUR 17M/MUR 19M.

The Directors are of the opinion that there were no indicators of impairment on the investment in joint venture at year end.

(c) The results of the joint ventures, all of which were incorporated in Mauritius and unlisted, have been included in the consolidated financial statements.

(d) The fair value of the Group's investment in joint ventures which are listed/quoted on the Stock Exchange of Mauritius is as follows as at 30 June:

	2024 MUR '000	2023 MUR '000
MIWA Sugar Limited	**886,725**	851,385

Details of the joint ventures of the Group and Company are as follows:

Name of Joint Ventures	Year-end / Reporting date	Effective Percentage holding Direct %	Effective Percentage holding Indirect %	Principal activity
2024				
Anahita Residence and Villas Ltd	June	**50**	**-**	Hotels and resorts
Bank One Limited	December	**-**	**50**	Banking
Solea Vacances SA	June	**-**	**50**	Hotels and resorts
Ebene Star Investment Ltd	June	**-**	**50**	Land promoter and property developer
Cotona SA	June	**-**	**50**	Textile
MIWA Sugar Limited	June	**-**	**20.96**	Agro
2023				
Anahita Residence and Villas Ltd	June	50	-	Hotels and resorts
Bank One Limited	December	-	50	Banking
Domaine de l'Etoile Limited [1]	June	-	50	Leisure
Solea Vacances SA	June	-	50	Hotels and resorts
Ebene Star Investment Ltd	June	-	50	Land promoter and property developer
Cotona SA	June	-	50	Textile
MIWA Sugar Limited	June	-	20.96	Agro

[1] *Domaine de l'Etoile Limited has been disposed during the year.*

For the joint ventures having a different reporting date, management accounts have been prepared as at June 30, 2024 and 2023 respectively.

Notes to the Financial Statements (Continued)

Year ended 30 June 2024

13. Investments in Joint Ventures (Cont'd)

(d) Summarised financial information in respect of each of the joint ventures is set out below:

	Assets	Liabilities	Revenue	Depreciation & Amortisation	Net Interest (Expense) / Income	Profit/(Loss) for the year	Share of Profit/(loss)	Other Comprehensive Income	Share of other Comprehensive Income
	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
2024									
Anahita Residence and Villas Ltd	**511,432**	**466,079**	**448,297**	**(24,460)**	**(28,942)**	**(33,620)**	**(16,810)**	**4,743**	**2,371**
Bank One Limited	**55,903,069**	**51,869,770**	**2,574,136**	**100,620**	**-**	**666,188**	**333,094**	**6,594**	**3,297**
Solea Vacances SA	**507,549**	**315,146**	**3,019,983**	**(1,950)**	**(83)**	**69,568**	**34,784**	**8,708**	**4,354**
Ebene Star Investment Ltd	**59,010**	**32**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
MIWA Sugar Limited	**12,226,085**	**10,116,862**	**7,767,643**	**(577,413)**	**(528,349)**	**364,566**	**76,413**	**47,743**	**10,007**
Cotona SA	**2,062,195**	**1,374,344**	**1,574,244**	**(96,096)**	**(74,294)**	**(956)**	**(478)**	**-**	**-**
							427,003	**67,788**	**20,029**
2023									
Anahita Residence and Villas Ltd	548,900	474,670	416,690	(28,287)	(24,881)	16,678	8,339	(6,346)	(3,173)
Bank One Limited	49,942,510	46,227,993	1,657,358	(104,608)	-	640,103	320,051	(11,289)	(5,644)
Solea Vacances SA	478,831	343,704	2,187,376	(1,950)	1,089	49,400	24,700	12,374	6,187
Ebene Star Investment Ltd	58,103	-	-	-	-	907	454	-	-
MIWA Sugar Limited	10,439,545	7,696,205	6,368,323	(412,999)	(251,836)	503,091	105,448	(394,785)	(82,747)
Cotona SA	2,089,516	1,428,385	1,768,350	(94,761)	(48,271)	(138,574)	(69,287)	-	-
							389,705	(400,046)	(85,377)

	Current Assets		Non-Current Assets		Current Liabilities		Non-Current Liabilities	
	2024	2023	**2024**	2023	**2024**	2023	**2024**	2023
	MUR '000	MUR '000	**MUR '000**	MUR '000	**MUR '000**	MUR '000	**MUR '000**	MUR '000
Anahita Residence and Villas Ltd	**45,396**	53,219	**466,036**	495,681	**133,296**	150,098	**332,783**	324,572
Solea Vacances SA	**496,059**	465,375	**11,490**	13,456	**315,146**	343,704	**-**	-
Ebene Star Investment Ltd	**10**	-	**59,000**	58,103	**32**	-	**-**	-
MIWA Sugar Limited	**5,901,782**	4,792,484	**6,324,303**	5,647,061	**6,147,725**	3,589,645	**3,969,137**	4,106,560
Cotona SA	**941,375**	979,276	**1,120,820**	1,110,240	**1,159,244**	1,173,627	**215,100**	254,758

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

13. Investments in Joint Ventures (Cont'd)

(e) Reconciliation of the above summarised financial information to the carrying amount recognised in the financial statements:

	Opening Net Assets	Other Movements	Profit/(loss) for the Year	Other Comprehensive income	Dividends	Closing Net Assets	Ownership	Goodwill	Interest in Joint ventures
	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
2024									
Anahita Residence and Villas Ltd	**39,141**	**-**	**(33,620)**	**4,743**	**-**	**10,264**	**5,132**	**-**	**5,132**
Bank One Limited	**3,714,518**	**-**	**666,188**	**6,594**	**(354,000)**	**4,033,300**	**2,016,650**	**174,485**	**2,191,135**
Solea Vacances SA	**179,078**	**(9,976)**	**69,568**	**8,708**	**(10,080)**	**237,298**	**118,649**	**-**	**118,649**
Ebene Star Investment Ltd	**59,009**	**-**	**-**	**-**	**-**	**59,009**	**29,504**	**-**	**29,504**
MIWA Sugar Limited	**1,075,983**	**(616,185)**	**364,566**	**47,743**	**(151,093)**	**721,014**	**151,124**	**-**	**151,124**
Cotona SA	**556,565**	**27,373**	**(956)**	**-**	**-**	**582,982**	**291,491**	-	**291,491**
							2,612,550	**174,485**	**2,787,035**
2023									
Anahita Residence and Villas Ltd	28,809	-	16,678	(6,346)	-	39,141	19,571	-	19,571
Bank One Limited	3,672,204	-	640,103	(11,289)	(586,500)	3,714,518	1,857,259	174,485	2,031,744
Solea Vacances SA	127,384	-	49,400	12,374	(10,080)	179,078	89,539	-	89,539
Ebene Star Investment Ltd	58,102	-	907	-	-	59,009	29,505	-	29,505
MIWA Sugar Limited	-	1,175,759	503,091	(347,729)	(255,138)	1,075,983	225,526	-	225,526
Cotona SA	673,028	-	(138,574)	22,111	-	556,565	278,283	-	278,283
							2,499,682	174,485	2,674,167

14. Investments In Associates

Accounting policies

Separate financial statements

In the separate financial statements of the investor, investments in associates are carried at fair value. Any change in fair value is recognised in other comprehensive income. The carrying amount is reduced to recognise any impairment in the value of individual investments.

Consolidated financial statements

An associate is an entity over which the Group has significant influence but not control, or joint control, generally accompanying a shareholding between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method except when classified as held-for-sale. Investments in associates are initially recognised at cost as adjusted by post acquisition changes in the Group's share of the net assets of the associate less any impairment in the value of individual investments.

Any excess of the cost of acquisition and the Group's share of the net fair value of the associate's identifiable assets and liabilities recognised at the date of acquisition is recognised as goodwill, which is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of identifiable assets and liabilities over the cost of acquisition, after assessment, is included as income in the determination of the Group's share of the associate's profit or loss.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

14. Investments in Associates (Cont'd)

When the Group's share of losses exceeds its interest in an associate, the Group discontinues recognising further losses, unless it has incurred legal or constructive obligation or made payments on behalf of the associate.

Unrealised profits and losses are eliminated to the extent of the Group's interest in the associate. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Where necessary, appropriate adjustments are made to the financial statements of associates to bring the accounting policies used in line with those adopted by the Group.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

Dilution gains and losses arising in investments in associates are recognised in profit or loss.

	2024 MUR '000	2023 MUR' 000
(a) The Group		
At 1 July	**3,894,444**	3,954,923
Redemption	**-**	(12,261)
Other movements	**51,662**	(1,744)
Share of results	**610,433**	215,322
Share of other comprehensive income	**46,509**	52,096
Dividends	**(49,506)**	(67,453)
Transfer to investments in joint venture	**-**	(246,439)
At 30 June	**4,553,542**	3,894,444

Management carried out an impairment assessment at 30 June 2024 based on the present value of future dividend income from its associate. Based on this assessment, no impairment charge has been recognised for the Group (2023: MUR Nil).

The separation of the Alteo group, into two distinct listed groups, was completed on 14th December 2022 as follows

- Miwa Sugar Limited ("Miwa Sugar") as ultimate holding company of its regional sugar operation in Tanzania and Kenya; and
- Alteo Limited ("Alteo") continuing to hold and operate its agro-business, property and energy activities in Mauritius.

Miwa Sugar Limited ("MIWA") has been classified under Joint Venture being under the joint control of CIEL Agro Limited ("CIEL") and IBL Ltd (ÏBL"). CIEL and IBL together own more than 50% of the voting shares of MIWA and have declared acting in concert before the Supreme Court.

Following the reorganisation which was made on a non-cash basis, CIEL Limited through CIEL Agro Limited now holds 20.96% in Alteo and Miwa Sugar separately.

Subsequent to the split, MIWA Sugar Limited has been reclassified under Joint Venture as decisions in MIWA Sugar Limited are taken unanimously by the two controlling shareholders CIEL Agro Limited and IBL Ltd.

	2024 MUR '000	2023 MUR' 000
(a) The Group		
Made up as follows:		
Net assets	**4,541,691**	3,882,593
Goodwill	**11,851**	11,851
	4,553,542	3,894,444
Group's share of net assets		
Listed	**3,878,077**	3,603,996
Unquoted	**663,614**	278,597
	4,541,691	3,882,593

(b) The Company

	2024 Unquoted MUR '000	2023 Unquoted MUR '000
At 1 July	**113,430**	185,087
Redemption	**-**	(12,261)
Fair value adjustment	**47,572**	(59,396)
At 30 June	**161,002**	113,430

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

14. Investments in Associates (Cont'd)

(c) The results of the following associated companies, all of which were incorporated in Mauritius, have been included in the consolidated financial statements.

Details of the associates are as follows:

Name of associates	Year-end / Reporting date	Effective percentage holding: Indirect 2024 %	Indirect 2023 %	Direct 2024 %	Direct 2023 %	Principal activity
Alteo Limited	June	**20.96**	20.96	**-**	-	Agro-Property
Procontact Limited	June	**-**	-	**49.17**	49.17	Call centre
EastCoast Hotel Investment Ltd	June	**30.00**	15.03	**-**	-	Investment holding

For the associates having a different reporting date, management accounts have been prepared as at 30 June 2024 and 2023 respectively.

(d) Summarised financial information in respect of each of the associates is set out below:

	Current Assets	Non-Current Assets	Current Liabilities	Non-Current Liabilities	Revenue	Profit for the year attributable to owners	Share of profit	Dividends received during the year	Share of other comprehensive income
	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
2024									
Alteo Limited	**4,007,135**	**18,844,194**	**1,656,910**	**2,219,572**	**4,732,899**	**1,036,217**	**217,191**	**42,056**	**47,284**
Procontact Limited	**94,911**	**41,919**	**63,951**	**4,516**	**254,624**	**44,747**	**21,331**	**7,450**	**(775)**
EastCoast Hotel Investment Ltd	**7,069**	**2,527,073**	**7,745**	**426,397**	**-**	**1,239,703**	**371,911**	**-**	**-**
							610,433	**49,506**	**46,509**
2023									
Alteo Limited	2,804,207	19,448,651	1,936,657	2,481,728	4,390,167	955,153	200,200	16,020	53,946
Procontact Limited	85,262	36,015	-	54,896	219,604	31,722	15,122	24,313	(1,850)
EastCoast Hotel Investment Ltd	-	-	-	-	-	-	-	27,120	-
							215,322	67,453	52,096

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

14. Investments in Associates (Cont'd)

(e) Reconciliation of the above summarised financial information to the carrying amount recognised in the financial statements:

	Opening Net Assets	Redemption / Disposal / issue of Shares	Other movement	Results Net of Dividends	Other Comprehensive Income for the Year	Closing Net Assets	Ownership Interest	Goodwill	Interest in Associate
	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
2024									
Alteo Limited	**17,387,863**	**-**	**246,379**	**835,567**	**225,592**	**18,695,401**	**3,878,077**	**-**	**3,878,077**
Procontact Limited	**41,710**	**-**	**-**	**29,428**	**(1,643)**	**69,495**	**33,614**	**11,851**	**45,465**
EastCoast Hotel Investment Ltd	**860,297**	-		**1,239,703**	-	**2,100,000**	**630,000**	-	**630,000**
							4,541,691	**11,851**	**4,553,542**
2023									
Alteo Limited	17,399,280	(1,175,840)	28,328	878,720	257,375	17,387,863	3,603,996	-	3,603,996
Procontact Limited	115,859	(12,261)	(38,726)	(19,281)	(3,881)	41,710	20,509	11,851	32,360
EastCoast Hotel Investment Ltd	950,690 -	-		(90,393)	-	860,297	258,088	-	258,088
							3,882,593	11,851	3,894,444

(f) The fair value of the Group's interest in associates which are listed/quoted on the Stock Exchange of Mauritius is as follows as at 30 June 2024 and 2023 respectively:

	2024	2023
	MUR '000	MUR' 000
Alteo Limited	**757,673**	550,064

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

15. Investments In Other Financial Assets

Accounting policies

Financial assets at fair value through other comprehensive income (FVOCI)

Financial assets at fair value through other comprehensive income (FVOCI) comprise equity securities which are not held for trading, and which the group has irrevocable elected at initial recognition to recognise in this category. These are strategic investments and the Group considers this classification to be more relevant.

On disposal of these equity investments, any related balance within the FVOCI reserve is reclassified to retained earnings.

The movement in investments in other financial assets are summarised as follows:

(a) The Group	Level 1 DEM Quoted MUR '000	Level 3 Unquoted MUR '000	Total MUR '000
2024			
At 1 July	**10**	**471,120**	**471,130**
Addition	**-**	**3,743**	**3,743**
Translation adjustment	**-**	**938**	**938**
Disposals	**-**	**(4,629)**	**(4,629)**
Fair value adjustment	-	**(33,283)**	**(33,283)**
At 30 June	**10**	**437,889**	**437,899**
2023			
At 1 July	20	465,063	465,083
Addition	-	7,726	7,726
Translation adjustment	-	(1,321)	(1,321)
Disposals	(10)	(1,502)	(1,512)
Fair value adjustment	-	1,154	1,154
At 30 June	10	471,120	471,130

Level 3 : Sensitivity analysis - An increase/decrease of 5% would have an impact of MUR 21.9M (2023: MUR23.5M) on the fair value.

(b) The Company - Level 3 Unquoted

	THE COMPANY 2024 MUR '000	THE COMPANY 2023 MUR' 000
At 1 July	**33,534**	25,806
Addition	**550**	5,502
Fair value adjustment	**418**	2,226
At 30 June	**34,502**	33,534

(c) Details of those companies, other than subsidiary and associated companies, in which the Company holds more than 10% of the issued shares are:

Name of company	Class of shares held	Percentage Holding 2024 %	Percentage Holding 2023 %
Cathedrale Development Ltd*	Ordinary shares	**20**	20

Sensitivity analysis - An increase/decrease of 5% would have an impact of MUR 1.7M on the fair value of the unquoted investment.

** The Company does not exercise any significant influence on the above company and, as such, has not accounted for this investment as an investment in associate.*

(d) Other financial assets are denominated in the following currencies:

	THE GROUP 2024 MUR '000	THE GROUP 2023 MUR' 000	THE COMPANY 2024 MUR '000	THE COMPANY 2023 MUR' 000
Rupee	**214,733**	214,447	**34,502**	33,534
US Dollar	**201,964**	240,743	**-**	-
Ariary	**21,202**	15,940	**-**	-
	437,899	471,130	**34,502**	33,534

(e) None of the financial assets are impaired.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

16. Right-of-Use Assets and Lease Liabilities

Accounting policies

Initial Recognition

Leases are recognised as a right-of-use asset and corresponding liability at the date of which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable; variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the group under residual value guarantees;
- the exercise price of a purchase option if the group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. To determine the incremental borrowing rate, the Group, where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since the third party financing was received and makes adjustments specific to the lease, e.g. term, country, currency and security. The incremental borrowing rates range from **2.2%** to **13.5%**.

Subsequent measurement

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy.
- in all other cases where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.
- if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial of full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

For contracts that both convey a right to the Group to use an identified asset and require services to be provided to the Group by the lessor, the Group has elected to account for the entire contract as a lease, i.e. it does allocate any amount of the contractual payments to, and account separately for, any services provided by the supplier as part of the contract. Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

16. Right-of-Use Assets and Lease Liabilities (Cont'd)

Accounting policies (Cont'd)

Lease term

The lease terms may include options to extend or terminate the lease when it is reasonably certain that the option will be exercised. In instances where lease agreements contain lease and non-lease components, they are generally accounted for separately. For certain instances where it is impractical to separate the lease from the non-lease component, the Group will account for them as a single lease component. In determining the lease term, management considers all the facts and circumstances that can create an economic incentive to exercise an extension option or not exercise a termination option. Extension options (or periods with termination options) are only included in the lease term if the lease term is reasonably certain to be extended (or terminated).

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension options across the segment are only included in the lease term if the lease is reasonably certain to be extended. These are used to maximise operational flexibility in terms of managing the assets used in the segment's operations. The factors influencing the decision to exercise these options include the location of the assets, some being on prime locations along the coast of the island, and the costs that would be incurred to set up a whole new building to operate in the event of termination.

Lease and non-lease component

Contracts may contain both lease and non-lease components. The segment allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of land and building for which the segment is a lessee, it has elected not to separate lease and non-lease components and instead account for these as a single lease component.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

Textile

The textile segment leases various offices, warehouses and factories. Rental contracts are typically made for fixed periods of 1 to 10 years but may have extension options. The facts and circumstances would include whether renewing the lease of the asset would have commercial value: how the asset could be used by the entity for its operations and to generate income.

The weighted average incremental borrowing rate stands at **3.6%** to **9.31%** (2023: 5% to 8%).

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Healthcare

The Healthcare Segment leases comprises mainly of medical equipment, motor vehicles, the Wellkin Hospital building, the clinic at Mont Choisy, the clinic at Tamarin, C-Lab collection centres in Mauritius and Uganda and IMC clinics in Uganda. The contract duration ranges from 2 years to 50 years. The discount rate used ranges from **5.35%** to **13.5%** (2023 :5.35%). Where the interest is not mentioned in the contract, the discount rate is estimated using the prevailing bank rates at which the Segment can contract borrowings with a similar term.

In June 2024, the Segment entered into a lease agreement for medical equipment with the Industrial Finance Corporation of Mauritius Ltd for MUR 64.5m at an interest of **3.95%** with a term of 5 years. The estimated useful of the assets is 10 years.

At the end of the reporting period, all leases were recognised as right-of-use except those which are short term. During the financial year, short term leases expensed in the income statement is **MUR 9.4m** (2023: MUR 4.6m)

Hotels and Resorts

Lease liabilities relate to:

- Leased vehicles and equipment with an average duration varying between 4 and 5 years and for which the Group may have the option to purchase the asset for a nominal amount at the termination of the lease period;
- Leases of rooms under the Invest Hotel Scheme which run for a period between 52 and 59 years; and
- Other leasehold land and buildings which run for a period between 25 to 60 years.

The Hotels and Resorts's segment leases are secured by the lessors' title to the leased assets and carry average interest rate ranging from **2.20% to 7.05%** (2023: 2.20% to 7.05%) per annum.

Lease re-assessment relates primarily to the escalation in the rental rate of leasehold land which is carried on every three-year anniversary based on CPI. The lease liability was subsequently remeasured to reflect this change and adjustment brought to the right-of-use asset.

The lease agreement between one of the subsidiaries of the Segment and Montagu Limited for the rental of villas and for which a right-of-use asset and liability were recognised in accordance with IFRS16, was terminated during the year before the lease term. This de-recognition resulted in a gain of **MUR 30.5m** which was recognised in the statement of profit or loss.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

16. Right-of-Use Assets and Lease Liabilities (Cont'd)

Financial Services

The segment has leases for buildings and motor vehicles. Leases have remaining lease terms between 1 and 7 years, some of which may include options to extend the leases for up to 3 years, and some of which may include options to terminate the leases within 1 year.

The incremental borrowing rate on lease liabilities ranged from **6.25% to 9.31%** (2023: 6.25% to 9.0%) for the segment.

The short term leases relate to the lease of certain bank branches across Madagascar.

THE GROUP

(a)	Land and Buildings MUR '000	Motor Vehicles MUR '000	Others MUR '000	Total MUR '000
Balance as at 1 July 2023	**3,059,248**	**26,720**	**13,139**	**3,099,107**
Additions	**313,468**	**45,473**	**9,424**	**368,365**
Depreciation	**(210,129)**	**(17,542)**	**(9,858)**	**(237,529)**
Disposals	**(212,616)**	**(2,476)**	**-**	**(215,092)**
Lease modification	**53,805**	**-**	**-**	**53,805**
Transfer from property, plant and equipment	**-**	**-**	**78,914**	**78,914**
Translation adjustments	**7,991**	-	-	**7,991**
Right-of-use assets, 30 June 2024	**3,011,767**	**52,175**	**91,619**	**3,155,561**
Balance as at 1 July 2022	3,055,174	34,170	9,276	3,098,620
Additions	263,663	4,485	6,255	274,403
Depreciation	(199,916)	(16,066)	(4,151)	(220,133)
Disposals	(113,615)	-	-	(113,615)
Lease modification	78,570	-	-	78,570
Transfer from property, plant and equipment	-	3,589	-	3,589
Translation adjustments	(24,628)	542	1,759	(22,327)
Right-of-use assets, 30 June 2023	3,059,248	26,720	13,139	3,099,107

	2024 MUR '000	2023 MUR' 000
Lease liabilities:		
Current	**205,473**	181,472
Non-current	**3,278,816**	3,235,076
	3,484,289	3,416,548

	2024 MUR '000	2023 MUR' 000
(b) The statement of profit or loss shows the following amounts relating to leases:		
Amortisation of right-of-use assets	**237,529**	220,133
Interest on lease liabilities	**218,749**	214,607
Expenses relating to leases of low-value assets and short-term leases (Note 5)	**556,710**	457,728
Total lease cost	**1,012,988**	892,468
The total cash outflow for leases was as follows:		
Repayment of principal element of leases	**232,103**	302,624
Other information:		
Weighted Average Remaining Lease Term	**27.00**	16.00

17. Other Receivables

Accounting policies

Other receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components when they are recognised at fair value. They are subsequently measured at amortised cost using the effective interest method, less loss allowance.

	THE GROUP	
	2024 MUR '000	2023 MUR' 000
Long-term deposits	**58,872**	44,171
Loans under Executive Share Scheme (Note (a))	**13,995**	13,995
Sale of land (Note (b))	**383,333**	-
Others	**31,999**	9,316
	488,199	67,482

	THE COMPANY	
	2024 MUR '000	2023 MUR' 000
Receivable from subsidiary companies (Note 44)	-	56,048

(a) Loans under Executive Share Scheme were granted to key executives where cash was advanced to certain individuals to acquire shares in the Company at market value at grant date. The terms of the scheme were such that when the shares are disposed, the proceed is to be used to settle the loan advanced. The loan carries interest of 3% which is payable half yearly in December and June. The interest for the year has been waived by the Board. The scheme has now been discontinued and replaced by the Phantom Share Option Scheme which does not significantly impact the financial statements.

(b) Pertain to amount receivable on sale of land and shall be received in two equal instalments in July 2025 and July 2026.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

18. Inventories

Accounting policies

Inventories are stated at the lower of cost and net realisable value. Cost is determined by the first-in and first-out realisable value is the estimate of the selling price in the ordinary course of business, less the costs of completion and selling expenses.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials - purchase cost on a weighted average cost basis.

Finished goods and work-in-progress - cost of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity but excluding borrowing costs.

	THE GROUP	
	2024	2023
	MUR '000	MUR' 000
Raw materials	**2,178,101**	1,718,199
Work in progress	**770,507**	770,276
Finished goods	**1,076,157**	1,391,931
Other stock	**97,195**	522,446
Food and beverages	**67,814**	70,521
Operating supplies	**60,013**	52,936
Spare parts	**180,024**	204,028
Fabric and linen	**8,417**	10,435
Goods in transit	**418,868**	203,711
Less :		
Provision for impairment of inventories	**(21,762)**	(55,476)
(Write offs) / Write back	**(19,580)**	9,652
	4,815,754	4,898,659

The cost of inventories recognised as an expense is **MUR 10.5Bn** (2023: MUR 12.3Bn). Some of the inventories have been pledged as security for the borrowings of the Group.

Impairment on non-financial assets	Cash generating unit / Company	Reportable segment	Statements of Profit or loss	
			2024	2023
			MUR '000	MUR' 000
Impairment and write offs charged				
- Textile segment: stocks	Textile	Mauritius	**19,580**	28,091
- Hotel segment: Inventories	Retail operations	Mauritius	**-**	(9,652)
- Healthcare segment: consumables	Healthcare	Mauritius	**21,762**	27,385
			41,342	45,824

Property Segment

Following the obtention of the No Objection Letter received on 12 October 2022 for the Smart City surplus application, the Segment has finalised the main infrastructure network and plot destinations for the northern phase of the Smart City (phase 1). All plots of land earmarked for residential projects in the northern phase are thus considered as inventory. The plot of land transferred to inventory will thus be valued at the lower of cost and net realisable value.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

19. Trade and other Receivables

Accounting policies

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current asset. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds trade receivables with the objective to collect the contractual cash flows and therefore, measure them subsequently at amortised cost using the effective interest method. Detail about the Group's impairment policies and the calculation of the loss allowance is provided in note 45(a).

	THE GROUP		THE COMPANY	
	2024	2023	**2024**	2023
	MUR '000	MUR' 000	**MUR '000**	MUR' 000
Trade receivables	**4,356,571**	4,397,929	**-**	-
Less: Loss allowance on receivables (Note 19(f))	**(203,664)**	(221,300)	**-**	-
	4,152,907	4,176,629	**-**	-
Receivable from subsidiary companies (Note 44)	**-**	-	**747,421**	649,793
Receivable from associated companies (Note 44)	**45,543**	16,122	**-**	-
Receivable from related corporations (Note 44)	**35,999**	50,965	**-**	-
Export documentary remittances	**514,039**	2,056,982	**-**	-
Other receivables and prepayments (Note 19(a))	**1,841,035**	1,146,339	**31,637**	3,081
Advance payments	**176,330**	234,258	**-**	-
Prepayments	**653,091**	545,514	**231**	233
	7,418,944	8,226,809	**779,289**	653,107
(a) Other receivables				
Other receivables consist of:				
Taxes and grants	**650,411**	163,590	**-**	-
Deposits	**560,968**	561,978	**-**	-
Receivable from sale of land	**146,667**	-	**-**	-
Others	**482,989**	420,771	**31,637**	3,081
	1,841,035	1,146,339	**31,637**	3,081

The carrying amounts of trade and other receivables approximate their fair value as they are deemed short-term in their nature and recoverable within 12 months.

The Group does not hold any collateral as security but for the hotels and resorts segment, there is an insurance cover against irrecoverable debts.

The receivables from associated companies, related corporations and other receivables are neither past due nor impaired.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable, net of insurance cover.

(b) Ageing of past due trade receivables but not impaired

	THE GROUP	
	2024	2023
	MUR '000	MUR' 000
Within 31 - 60 days	**565,932**	224,094
Within 61 - 90 days	**142,995**	114,015
Over 90 days	**329,505**	466,872
	1,038,432	804,981

The remaining balance of trade receivables is neither past due nor impaired.

(c) The carrying amounts of the Group's trade and other receivables, excluding taxes and grants, advance payments, prepayments and deposits are denominated in the following currencies:

	THE GROUP	
	2024	2023
	MUR '000	MUR' 000
MUR	**684,709**	666,056
MGA	**710,856**	2,463,367
USD	**1,961,735**	1,266,523
EUR	**891,004**	717,792
GBP	**248,236**	256,179
ZAR	**199,879**	262,583
INR	**364,583**	883,760
Others	**317,142**	205,209
	5,378,144	6,721,469

(d) Impairment of trade receivables

The expected loss rates are based on the payment profiles of clients over a period of 36 months before 1 July 2023, or 1 July 2024 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the GDP, inflation and unemployment rate of Mauritius, India, Uganda and Madagascar to be the most relevant factors, and accordingly has adjusted the historical loss rates based on expected changes in these factors.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

19. Trade and other Receivables (Cont'd)

(e) As of 30 June 2024, trade and other receivables of **MUR 204M** (2023: MUR 221M) were impaired. The individually impaired receivables relate to customers, which are in unexpected difficult situation. The ageing of these receivables are as follows:

	THE GROUP				
	Current	Within 31-60 days	Within 61-90 days	Over 90days	Total
2024					
Expected credit loss rate (%)	**0.64%**	**4.13%**	**4.49%**	**36.67%**	**4.67%**
Gross carrying amount (MUR' 000)	**3,449,660**	**323,732**	**141,364**	**441,815**	**4,356,571**
Loss allowance (MUR' 000)	**21,938**	**13,370**	**6,348**	**162,008**	**203,664**
2023					
Expected credit loss rate (%)	0.49%	4.85%	6.98%	28.22%	5.03%
Gross carrying amount (MUR' 000)	3,329,047	301,545	123,007	644,330	4,397,929
Loss allowance (MUR' 000)	16,282	14,619	8,592	181,807	221,300

(f) The closing loss allowances for trade and other receivables reconcile to the opening loss allowances as follows:

	THE GROUP	
	2024 MUR '000	2023 MUR' 000
At 1 July	**221,300**	222,977
Amounts written off	**(51,326)**	(67,997)
Provision for the year	**33,321**	65,743
Translation reserve	**369**	577
At 30 June	**203,664**	221,300

(g) In 2024, the impairment of trade receivables was assessed based on the expected credit loss model. Individual receivables which were known to be uncollectible were written off by reducing the carrying amount directly. Taxes and grants, prepayments and advance payments are not financial assets and so are not subject to expected credit loss under IFRS 9. The other receivables comprise mainly overnight borrowings held by the subsidiary bank, which are repaid on the next day, hence no impairment was deemed necessary.

20. Cash and Cash Equivalents

Accounting policies

Cash and cash equivalents include highly liquid investments that are convertible to known amounts of cash and which are subject to an insignificant risk of change in value. Such investments are normally those with less than three months maturity from the date of acquisition.

For the purposes of the statement of cash flows, cash and cash equivalents comprises cash and balances with banks and central banks excluding mandatory balances with central banks, loans to placements with banks having an original maturity of up to 3 months. Cash and cash equivalents are measured at amortised cost. Bank overdrafts are shown within loans and borrowings in current liabilities on the statement of financial position.

	THE GROUP		THE COMPANY	
	2024 MUR '000	2023 MUR' 000	**2024 MUR '000**	2023 MUR' 000
Cash in hand	**1,223,042**	1,188,076	**-**	-
Foreign currency notes and coins	**216,569**	540,972	**-**	-
Balances with the Central Bank	**4,396,087**	3,254,974	**-**	-
Balances due in clearing	**-**	23,098	**-**	-
Balances with banks	**4,762,244**	3,897,765	**7,357**	42,927
Placements	**2,942,754**	2,804,567	**-**	-
	13,540,696	11,709,452	**7,357**	42,927
Broken down as follows:				
Banking segment	**9,419,674**	8,137,451	**-**	-
Non-banking segment	**4,121,022**	3,572,001	**7,357**	42,927
	13,540,696	11,709,452	**7,357**	42,927

The balances with the central bank relate to cash held at Central Bank of Madagascar for BNI Madagascar SA.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

21. Assets Held for Saleand Liabilities Associated with Assets Held for Sale

Accounting policies

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

(a) An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of derecognition.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the statement of financial position.

The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the statement of financial position.

	THE GROUP	
	2024	2023
The movement for the year is as follows:	**MUR '000**	MUR' 000
At 1 July	**-**	59,331
Disposal	**-**	(59,331)
As at 30 June	**-**	-

22. Loans and Advances to Customers

Accounting policies

The Group only measures loans and advances and other financial investments at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold the financial assets in order to collect contractual cash flows;
- The contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Loans and advances to customers are non-derivative financial assets with fixed or determinable payments and are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method.

	THE GROUP	
(a)	**2024**	2023
	MUR '000	MUR' 000
Retail	**3,000,940**	2,717,598
Civil servants	**4,318,838**	3,296,692
Professional – SME	**1,796,391**	1,601,884
Mid-Cap	**3,172,895**	5,264,022
Institutional	**58,238**	82,612
Corporate customers	**15,476,377**	12,552,880
	27,823,679	25,515,688
Less allowances for credit impairment:		
Individual	**(599,603)**	(475,846)
Civil servants	**(74,634)**	(117,218)
Professional – SME	**(447,692)**	(400,873)
Mid-Cap	**(580,812)**	(545,067)
Institutional	**(8,179)**	(7,708)
Corporate customers	**(480,150)**	(416,073)
	(2,191,070)	(1,962,785)
	25,632,609	23,552,903
Less: Non-current portion	**(16,753,133)**	(12,838,251)
Current portion	**8,879,476**	10,714,652
(b) Remaining terms to maturity		
Within one year	**8,879,476**	10,714,652
Over 1 year and up to 5 years	**11,333,992**	9,910,714
Over 5 years	**5,419,141**	2,927,537
	25,632,609	23,552,903
(c) Allowance for credit impairment		
At July 1	**1,962,785**	1,844,124
Provision for credit impairment for the year (Note 7(b)	**130,989**	280,218
Foreign currency translation adjustment	**97,296**	(161,557)
At 30 June	**2,191,070**	1,962,785

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

23. Convertible Bonds

Accounting policies

	THE GROUP	
	2024	2023
	MUR '000	MUR' 000
At 1 July	**3,086,192**	2,812,392
Additions	**-**	275,000
Front-end fee paid	**-**	(1,200)
At 30 June	**3,086,192**	3,086,192

One of the main objectives of the MIC is to provide financial support to companies impacted by the Covid-19 pandemic and in particular to the tourism sector which has been impacted the most due to the full border closure. The MIC support is in the form of redeemable convertible bonds to companies which require urgent working capital to sustain their viability.

Key terms and conditions of the funding arrangements are as follows:

- The bonds shall be issued in four equal tranches.

The maturity date is 9 years from first disbursement of the first tranche of the subscription proceeds, that is, on 14 December 2029.

- The conversion rate has been pre-determined prior to the subscription.
- All outstanding bonds will be converted into ordinary shares at a pre-agreed rate and price on maturity date.
- The interest rates range between 3.00% to 3.25% p.a. over the duration of the bonds (from issue date to the earlier of the redemption date or the conversion date). The interest is payable on the last day of each interest period. On maturity date, any unpaid capital and interest is converted into ordinary shares in accordance with the predetermined conversion price.
- The conversion price is subject to certain adjustments such as capitalisation of profit or reserves, capital distribution, rights issues, share split, amongst others.
- Redemption of the bonds shall be at the option of the issuer. The issuer may redeem some or all the bonds, any time prior to the maturity date. The option price shall be determined as follows:
    - if redemption happens before the 4th anniversary of the first subscription, the redemption price shall be the nominal amount,
    - if redemption happens after the 4th anniversary of the first subscription, the redemption amount shall be 100.5% of the nominal amount.

24. Investments in Securities

Accounting policies

Investments in securities have been assessed as having a business model of holding to collect contractual cash flows comprising solely of payments of principal and interest. Accordingly, these instruments have been classified at amortised cost under the effective interest method.

	THE GROUP	
	2024	2023
	MUR '000	MUR '000
At 1 July	**5,909,175**	6,335,249
Additions	**4,884,277**	1,772,348
Matured during the year	**(2,794,753)**	(1,726,515)
Provision for credit impairment for the year (Note (a))	**(3,159)**	(9,576)
Translation adjustment	**417,690**	(462,331)
At 30 June,	**8,413,230**	5,909,175

The investments in securities are denominated in Ariary and MUR as follows:

	THE GROUP	
	2024	2023
	MUR '000	MUR '000
Non-current	**6,350,770**	3,082,159
Current	**2,062,460**	2,827,016
Remaining terms to maturity		
Within one year	**2,062,460**	2,827,016
Over 1 year and up to 5 years	**6,350,770**	3,082,159
At 30 June,	**8,413,230**	5,909,175

The investments in securities are denominated in Ariary and MUR as follows:

	THE GROUP	
	2024	2023
	MUR '000	MUR '000
Ariary	**8,412,157**	5,907,011
MUR	**1,073**	2,164

The current securities denominated in Ariary have coupon rates ranging from **7.70%** to **11.70%** (2023: 7.70% to 10.10%). The non-current securities have coupon rates ranging from **8.50%** to **13%** (2023: 7.70% to 12%). None of the financial assets are either past due or impaired.

(a) Allowance for credit impairment

	THE GROUP	
	2024	2023
	MUR '000	MUR '000
At 1 July	**(10,346)**	(1,236)
Provision for credit impairment for the year (Note 7(b)(ii))	**(3,159)**	(9,576)
Foreign currency translation adjustment	**(625)**	466
At 30 June,	**(14,130)**	(10,346)

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

25. Stated Capital and Treasury Shares

Accounting policies

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as deduction, net of tax, from proceeds. Where the Company purchases its equity share capital (treasury shares), the consideration paid, including any directly incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. When such shares are subsequently reissued, any net consideration received is included in equity attributable to the Company's equity holders.

	THE GROUP AND THE COMPANY		
	Stated Capital	Treasury Shares	Total
	MUR '000	MUR '000	MUR '000
At 1 July 2022 and 2023	5,141,302	(14,460)	5,126,842
Issue of shares on exercise of rights	-	11,122	11,122
At 30 June 2024	5,141,302	(3,338)	5,137,964

	THE GROUP AND THE COMPANY		
	Stated Capital Number of shares	Treasury Shares Number of shares	Total Number of shares
	MUR '000	MUR '000	MUR '000
At 1 July 2022 and 2023	1,689,901	(2,341)	1,687,560
Issue of shares on exercise of rights	-	2,001	2,001
At 30 June 2024	1,689,901	(340)	1,689,561

26. Redeemable Restricted A Shares

	THE GROUP AND THE COMPANY	
	Redeemable Restricted A Shares	Number of Shares
	MUR '000	MUR '000
At 30 June 2023 and 2024	39,233	3,008,887

At a Special Meeting held on 30th October 2013, shareholders approved that the share capital of the company be reorganised into 2 classes of shares, as follows:

- Existing Ordinary Shares which hold all economic rights including the right to dividends and voting rights.

Shareholders of the Company had the option for every Ordinary Share held by them after the share split, to choose between receiving:

(i) Either a cash dividend of 5 cents;

(ii) Or 4 'Redeemable Restricted A Shares'.

The rights attached to the Redeemable Restricted A Shares are as follows:

(i) The right to vote at general meetings and, on a poll, to cast one vote for each share held;

(ii) The right to participate in a rights issue together with the holders of Ordinary Shares on the condition that the holders of each class of shares shall be entitled to subscribe to Shares of that class only;

(iii) No right to any distribution;

(iv) No right to any surplus assets of the company in case of winding up;

(v) No right to be transferred except with the consent of the holders of at least 75% of the shares of that class.

The Redeemable Restricted A Shares shall be redeemed at the option of the company for no consideration, should the holders either directly or indirectly through successive holding entities, in aggregate, hold less than 10% of the issued Ordinary Shares in the capital of the Company.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

27. Other Comprehensive Income

(a) Reserves

	Revaluation Surplus	Fair value	Hedging Reserve	Translation of Foreign Operations	Other Reserves	Actuarial Reserves	Total
	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
Balance at 1 July 2023	**6,447,625**	**142,669**	**(131,126)**	**(20,939)**	**329,062**	**(353,111)**	**6,414,180**
OCI*	**112,965**	**(34,328)**	**(32,609)**	**194,563**	**-**	**(94,711)**	**145,880**
Other movements	**(622)**	**-**	**-**	**(67,978)**	**-**	**-**	**(68,600)**
Movement in banking reserves	**(18,121)**	**-**	**-**	**-**	**151,102**	**-**	**132,981**
Balance at 30 June 2024	**6,541,847**	**108,341**	**(163,735)**	**105,646**	**480,164**	**(447,822)**	**6,624,441**
Balance at 1 July 2022	5,129,163	142,128	62,644	114,231	329,062	(333,894)	5,443,334
OCI*	1,098,779	541	(193,770)	(175,816)	-	(19,217)	710,517
Other movements	-	-	-	40,646	-	-	40,646
Movement in banking reserves	219,683	-	-	-	-	-	219,683
Balance at 30 June 2023	6,447,625	142,669	(131,126)	(20,939)	329,062	(353,111)	6,414,180

**OCI: Other comprehensive income for the year*

Movement in banking reserves are mainly made up of:

Statutory reserve, which comprises the accumulated annual transfer of 15% of the net profit for the year in line with Article 41 of Ordinance n° 88-005 dated 15th April 1988 pertaining to the regulations applicable to the banking sector in Madagascar. Movements in the General Banking Reserve is at the discretion of BNI Madagascar, and the shareholders choose to increase the reserve by the profit for the year net of dividends payable and the amount transferred to statutory reserve.

The Group

(i) Revaluation surplus

The revaluation surplus relates to the revaluation of property.

(ii) Fair value reserve

Fair value reserve comprises the cumulative net change in the fair value of financial assets at fair value through other comprehensive income (FVOCI) that has been recognised in other comprehensive income until investments are derecognised or impaired.

(iii) Hedge reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.

(iv) Translation of foreign operations

The translation reserve comprises all foreign currency difference arising for the translation of the financial statements of foreign operation.

(v) Other reserves

Other reserves comprise of the banking reserve which comprise provisions in line with the Bank of Mauritius macroprudential guidelines.

(vi) Actuarial reserves

The actuarial reserves represents the cumulative remeasurement of defined benefit obligation recognised.

b) Fair Value Reserve

	THE COMPANY	
	2024	2023
	MUR '000	MUR '000
Balance at 1 July	**10,883,067**	13,499,202
Fair value movement		
- Subsidiary companies (Note 12)	**3,386,853**	(2,562,999)
- Joint ventures (Note 13)	**(16,500)**	4,034
- Associates (Note 14)	**47,572**	(59,396)
- Other financial assets (Note 15)	**418**	2,226
Share Based Scheme	**43,770**	-
Other components of equity	**1,883**	-
Balance at 30 June	**14,347,063**	10,883,067

	THE GROUP	
	2024	2023
	MUR '000	MUR '000
- Other financial assets (Note 15)	**(33,283)**	1,154

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

28. Share Based Scheme

Accounting policies

Share Based Scheme - equity settled

In July 2014, an incentive scheme was set up in order to remunerate some key executives of the Group. The annual entitlement is payable 50% in cash in CIEL Corporate Services Ltd and 50% in terms of shares in CIEL Limited. Upon award, the shares are vested immediately but are issued over a period of two years.

The entitlement for the years ended 30 June 2024 and 2023 is as follows:

	2024 MUR '000	2023 MUR '000
Cash settlement	-	-
Equity settlement	11,122	-
	11,122	-

The post-tax entitlement relating to 2024, was based on the average share price of June 2022 of MUR 6.82, representing 2,000,644 shares issued in September 2023. The shares had a grant date fair value of MUR 6.50.

Subsequent to the financial year, 3,496,683 executive shares were issued. 1,882,959 of the executive shares was based on the average share price of June 2022 of MUR 6.82. The shares had a grant date fair value of MUR 6.50.

The remaining 1,613,724 executive shares was based on the average share price of June 2023 of MUR 6.49. The shares had a grant date fair value of MUR 6.70.

29. Borrowings

Accounting policies

Borrowings are recognised initially at fair value being their issue proceeds net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period.

	THE GROUP		THE COMPANY	
	2024 MUR '000	2023 MUR '000	2024 MUR '000	2023 MUR '000
Current				
Bank overdrafts	823,256	852,818	-	13
Bank loans repayable by instalments	1,028,157	1,014,779	-	-
Fixed and floating rate secured notes	994,169	375,659	340,912	39,635
Cash at call with non-subsidiaries	1,222	6,021	-	-
Cash at call with related parties (Note 44)	-	-	110,344	287,194
Other loans (Note (d))	3,629,558	1,646,081	-	-
Money market line	118,502	-	-	-
Export bills and vendors' financing	2,285,608	1,893,618	-	-
Import loans	1,677,284	1,834,436	-	-
	10,557,756	7,623,412	451,256	326,842
Non-current				
Bank loans repayable by instalments (Note (b))	3,608,022	4,439,610	-	-
Fixed and floating rate secured notes	4,793,039	4,995,817	2,304,533	2,604,533
Other loans (Note (d))	638,916	754,534	-	-
Export bills and vendors' financing	-	6,143	-	-
	9,039,977	10,196,104	2,304,533	2,604,533
Total borrowings	19,597,733	17,819,516	2,755,789	2,931,375

(a) The bank borrowings are secured by fixed and floating charges over the assets of the Group.

(b) Non-current bank loans repayable by instalments can be analysed as follows:

	THE GROUP	
	2024 MUR '000	2023 MUR '000
- after 1 year and before 2 years	865,623	830,079
- after 2 years and before 3 years	870,862	884,832
- after 3 years and before 5 years	1,285,116	1,780,932
- after 5 years	586,421	943,767
	3,608,022	4,439,610

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

29. Borrowings (Cont'd)

(c) Break-down of the nominal value of the notes based on maturity and coupon rate is as follows:

CIEL Limited

Date of issue	Maturity	Coupon rate	No of notes issued	MUR '000
2018	7 years	4.98%	3,000	300,000
2018	10 years	5.45%	2,900	290,000
2019	7 years	4.29%	3,000	300,000
2019	7 years	4.95%	1,000	100,000
2019	8 years	4.53%	3,000	300,000
2019	8 years	5.15%	1,000	100,000
2019	10 years	5.45%	880	88,000
2019	10 years	4.95%	120	12,000
2019	15 years	5.60%	1,000	100,000
2019	10 years	5.50%	200	200,000
2019	10 years	5.45%	330	330,000
2021	15 years	5.25%	150	150,000
2021	15 years	6.55%	170	170,000
2021	10 years	4.65%	50	50,000
2021	10 years	6.45%	130	130,000
				2,620,000

CIEL Finance Limited

Date of issue	Maturity	Coupon rate	No of notes issued	MUR '000
2019	5 years	4.50%	150,000	150,000
2019	6 years	4.62%	175,000	175,000
2019	7 years	4.76%	175,000	175,000
2022	5 years	3.88%	75,000	75,000
2022	6 years	4.33%	50,000	50,000
2022	6 years	5.90%	45,000	45,000
2022	7 years	6.00%	125,000	125,000
2022	8 years	5.55%	200,000	200,000
2022	8 years	6.10%	25,000	25,000
2022	9 years	5.70%	195,000	195,000
2022	9 years	6.20%	35,000	35,000
				1,250,000

SUN Limited

Date of issue	Maturity	Coupon rate	No of notes issued	MUR '000
2020	4 years 7 months	2.63%	8,500	414,290
2020	6 years 7 months	2.63%	8,500	414,290
2020	9 years 7 months	3.70%	5,000	243,700
				1,072,280

(d) Other Loans

Other loans include overnight facilities taken in June 2024 from the Central Bank of Madagascar amounting to **MGA 289bn** and **MGA 1bn** (2023: MGA 20bn) with fixed coupon rates of **11.0%** and **10.35%** (2023: 10.5%), from Bank of Africa amounting to MGA 50bn with a fixed coupon rate of **10.0%**.

It also includes a loan contracted by BNI Madagascar in January 2022 with Proparco for EUR 10M which has a term of 60 months with a fixed coupon rate of 8% per annum and a loan (SUNREF) contracted with African Development Bank for EUR 1.5M which has a term of 120 months with a fixed coupon rate of 3.59%.

All borrowings are denominated in MUR except for the below:

	THE GROUP	
	2024 MUR '000	2023 MUR '000
(i) Proparco loan denominated in Euros	**504,460**	493,281
(ii) SUNREF loan denominated in Euros	**75,669**	73,992
(iii) Other borrowed funds denominated in Ariary	**3,593,800**	1,616,000
	4,173,929	2,183,273
Repayable:		
Within one year	**3,629,558**	1,646,081
After one year but before two years	**1,875**	31,852
After two years but before three years	**2,206**	40,617
After three years but before five years	**48,015**	46,515
After five years	**586,820**	635,550
	4,268,474	2,400,615

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

29. Borrowings (Cont'd)

(e) The effective interest rates at the end of the reporting period were as follows:

	THE GROUP		THE COMPANY	
	2024	2023	**2024**	2023
	%	%	**%**	%
Mauritian rupee				
Bank overdrafts	**PLR/BLR +2% - 2.5% / 6.5% - 6.75%**	PLR/BLR +2.50/-2.50 / 4.50 - 6.75	**4.00 - 6.75**	4.50 - 6.75
Bank loans repayable by instalments	**PLR +5.9% - 6.75% / 5.2% - 13.5%**	3.15 - 6.75	**-**	-
Fixed rate multicurrency notes	**2.7% - 6%**	1.50 - 7.05	**4.29 - 5.60**	4.00 - 5.60
Floating rate notes	**PLR +1% - 1.7% / 6.34%**	5.50 - 6.55	**5.50 - 6.55**	5.50 - 6.55
Money market line	**SOFR + 1%**	-	**6.75**	2.00 - 5.70
US Dollar				
Bank overdrafts	**SOFR +2% - 2.05%**	SOFR + 2.00/-2.50	**-**	-
Bank loans repayable by instalments	**SOFR +2.2% - 3.5%**	SOFR +3.50	**-**	-
Finance lease obligations		SOFR +1.60	**-**	-
Export Bills/Trade loans	**SOFR +1.5% - 2%**	SOFR +1.70/-2.00	**-**	-
Vendors' and other financing	**1.60%**	1.60%	**-**	-
Import loans	**SOFR +1.05% - 2%**	SOFR + 1.35% - 2.5%	**-**	-
Euro				
Bank overdrafts	**Euribor +2% - 2.05%**	Euribor +2.50/-2.50	**-**	-
Bank loans repayable by instalments	**Euribor +2.5% - 2.7%**	Eonia +2.70	**-**	-
Fixed rate loans	**3.59% - 8%**	3.59% - 8%	**-**	-
Export Bills/Trade loans	**Euribor +1.5% - 2%**	Euribor +1.70/-2.00	**-**	-
Import loans	**Euribor +1.35% - 2%**	Euribor + 1.35% - 2.5%	**-**	-
Indian Rupee				
Bank overdrafts	**MCLR +1% / 8% - 9.3%**	8.00 - 9.00	**-**	-
Bank loans repayable by instalments	**8.4% - 10%**	7.50% - 9.30%	**-**	-
Export Bills/Trade loans	**4.5% - 8.85%**	4% - 8%	**-**	-
Great Britain Pound				
Bank overdrafts	**SONIA +2%**	SONIA + 2% - 2.05%	**-**	-
Import loans	**SONIA +1.35% - 2%**	-	**-**	-
South African rand				
Export Bills/Trade loans	**Jibar + 2%**	Jibar + 2%	**-**	-
Malagasy Ariary				
Bank loans repayable by instalments	**10.35 - 11.0% / 10.0%**	10.50%	**-**	-
Other currencies	**9.00%**	9.00%	**-**	-

(f) The carrying amounts of the borrowings are denominated in the following currencies:

	THE GROUP		THE COMPANY	
	2024	2023	**2024**	2023
	MUR '000	MUR '000	**MUR '000**	MUR '000
Rupee	**6,295,361**	6,336,503	**2,755,789**	2,931,375
Euro	**5,063,623**	5,318,218	**-**	-
US dollars	**2,728,495**	2,600,580	**-**	-
UK Pound	**233,897**	370,029	**-**	-
INR	**1,415,551**	1,367,828	**-**	-
Ariary	**3,593,800**	1,616,000	**-**	-
Others	**267,006**	210,358	**-**	-
	19,597,733	17,819,516	**2,755,789**	2,931,375

The carrying amounts of borrowings are not materially different from their fair values.

The bills discounted and the import loans are secured by fixed and floating charges over the assets of the CIEL Textile Limited.

(g) The carrying amounts of assets pledged as security for current and non-current borrowings are:

	THE GROUP		THE COMPANY	
	2024	2023	**2024**	2023
	MUR '000	MUR '000	**MUR '000**	MUR '000
Non-current assets				
Fixed and floating charge				
Property, plant and equipment	**16,350,226**	24,123,623	**-**	-
Right-of-use assets	**1,840**	7,965	**-**	-
Investment properties	**3,059,402**	2,302,268	**-**	-
Intangible assets	**29,738**	26,285	**-**	-
Investments in subsidiaries	**14,515,094**	1,404,109	**12,812,766**	4,561,406
Investments in joint ventures	**2,116,960**	1,690,158	**-**	-
Investments in associates	**702,445**	285,207	**-**	-
Investments in other financial assets	**201,964**	240,743	**-**	-
Derivatives Financial Instrument	**-**	60,397	**-**	-
Non-current receivable	**466,606**	44,171	**-**	-
Total non-current assets pledged as security	**37,444,275**	30,184,926	**12,812,766**	4,561,406
Current assets				
Fixed and floating charge				
Inventories	**4,514,148**	4,704,334	**-**	-
Trade and other receivables	**4,687,900**	4,405,284	**-**	-
Cash and cash equivalents	**2,809,618**	1,509,317	**-**	-
Floating charge				
Trade and other receivables	**-**	1,628	**-**	-
Cash and cash equivalents	**373,765**	264,263	**-**	-
Total current assets pledged as security	**12,385,431**	10,884,826	**-**	-

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

30. Deferred Income Taxes

Accounting policies

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, if the deferred income tax arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for.

Deferred income tax is determined using tax rates that have been enacted or substantively enacted by the end of the reporting period and are expected to apply in the period when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which deductible temporary differences can be utilised.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Deferred income taxes are calculated on all temporary differences under the liability method at the rate of **17%** (2023 - 17%).

There is a legally enforceable right to offset current tax assets against current tax liabilities and deferred income tax assets and liabilities when the deferred taxes relate to the same fiscal authority. The following amounts are shown in the statement of financial position:

	THE GROUP	
	2024 MUR '000	2023 MUR '000
Deferred income tax liabilities	**2,107,766**	2,216,367
Deferred income tax assets	**(148,302)**	(370,974)
	1,959,464	1,845,393

Deferred income tax assets are recognised for tax losses carry-forward to the extent that the realisation of the related tax benefit through future taxable profit is probable.

Deferred income tax assets arise from the Textile, Healthcare and Hotel segments. The former two segments are profitable and hence the deferred income tax assets are deemed recoverable. The Hotel segment has made an assessment on the recoverability of its deferred income tax assets and concluded that these will be recoverable using the estimated future taxable income based on the approved business plans and budgets for the subsidiaries.

At the end of the reporting period, the Group had unrecognised deferred tax assets of **MUR 1.4Bn** (2023 – MUR 813M).

(b) The movement on the deferred income tax account is as follows:

	THE GROUP	
	2024 MUR '000	2023 MUR '000
At 1 July	**1,845,393**	1,491,041
Translation difference	**(7,907)**	11,283
Charged to profit or loss (Note 35)	**118,421**	118,063
Charged to other comprehensive income	**3,557**	225,006
At 30 June	**1,959,464**	1,845,393

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

30. Deferred Income Taxes (Cont'd)

Accounting policies (Cont'd)

(c)The movement in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same fiscal authority, is as follows:

	At 1 July	**Recognised in profit or loss**	**Recognised in other comprehensive income**	**Under / (Over) provision**	**Transfers**	**Translation difference**	**At 30 June**
2024	**MUR'000**	**MUR'000**	**MUR'000**	**MUR'000**		**MUR'000**	**MUR'000**
Temporary differences:							
Accelerated Tax Depreciation	**999,839**	**12,931**	**-**	**(756)**	**30,655**	**286**	**1,042,955**
Revaluation of Properties	**1,632,684**	**4,382**	**29,536**	**-**	**-**	**535**	**1,667,137**
Provisions & Others	**(307,166)**	**(3,297)**	**635**	**-**	**(19,761)**	**(8,582)**	**(338,171)**
Retirement Benefit Obligation	**(90,584)**	**3,426**	**(26,614)**	**(21)**	**-**	**(117)**	**(113,910)**
Tax Losses Carried Forward	**(303,566)**	**105,748**	**-**	**-**	**-**	**(29)**	**(197,847)**
Right of use assets	**(85,814)**	**(3,992)**	**-**	**-**	**(10,894)**	**-**	**(100,700)**
	1,845,393	**119,198**	**3,557**	**(777)**	-	**(7,907)**	**1,959,464**

	At 1 July	Recognised in profit or loss	Recognised in other comprehensive income	Under / (Over) provision	Transfers	Translation difference	At 30 June
2023	MUR'000	MUR'000	MUR'000	MUR'000		MUR'000	MUR'000
Temporary differences:	-						
Accelerated tax depreciation	947,982	75,519	-	128	(24,392)	602	999,839
Revaluation of land & building / Investment Properties	1,358,825	(9,280)	240,116	1,625	44,676	(3,278)	1,632,684
Provisions	(234,070)	(78,355)	(3,563)	(241)	(5,190)	14,253	(307,166)
Retirement benefit obligation	(57,410)	(21,730)	(11,547)	97	-	6	(90,584)
Tax Losses carried forward	(450,263)	148,858	-	-	(1,861)	(300)	(303,566)
Right of use assets	(74,023)	1,442	-	-	(13,233)	-	(85,814)
	1,491,041	116,454	225,006	1,609	-	11,283	1,845,393

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

31. Retirement Benefit Obligations

Accounting policies

Defined benefit plans

A defined benefit plan is a pension plan that is not a defined contribution plan. Typically, defined benefit plans define an amount of pension benefit that an employee will receive on retirement usually dependent on one or more factors such as age, year of service and compensation.

The liability recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) is recognised immediately in other comprehensive income in the period in which they occur. Remeasurements recognised in other comprehensive income shall not be reclassified to profit or loss in subsequent periods.

The Group determines the net interest expense/(income) on the net defined benefit liability/(asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability/(asset), taking into account any changes in the net defined liability/(asset) during the period as a result of contributions and benefits. Interest expense/(income) is recognised in profit or loss.

Service costs comprising current service cost, past service cost as well as gains and losses on curtailments and settlements are recognised immediately in profit or loss.

CIEL Textile Limited, CIEL Corporate Services Ltd, C-Care (Mauritius) Limited and Sun Limited, subsidiary companies of CIEL Limited, contribute to a defined benefit plan for certain employees.

Defined contribution plans

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Payments to defined contribution plans are recognised as an expense when employees have rendered service that entitle them to the contributions.

Gratuity on retirement

For employees who are not covered (or who are insufficiently covered by the above pension plans), the net present value of gratuity on retirement payable under the Employment Rights Act 2008 (Amended) is calculated by a qualified actuary and provided for. The obligations arising under this item are not funded.

Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

	THE GROUP	
	2024	2023
	MUR '000	MUR '000
Amounts recognised in the statement of financial position:		
- Defined pension benefits (note (a)(ii))	**309,925**	300,249
- Other post-employment benefits (note (b)(i))	**632,854**	497,185
	942,779	797,434
Analysed as follows:		
Non-current liabilities	**942,779**	797,434
Amounts charged to profit or loss:		
- Defined pension benefits (note (a)(v))	**78,997**	108,108
- Other post-employment benefits (note (b)(iii))	**51,981**	80,636
	130,978	188,744
Amounts charged to other comprehensive income:		
- Defined pension benefits (note (a)(vi))	**33,513**	23,177
- Other post-employment benefits (note (b)(iv))	**148,118**	33,566
	181,631	56,743

(a) Defined pension benefits

(i) Some companies of the Group operate defined benefit pension plans. The plan is a final salary plan, which provides benefits to members in the form of a guaranteed level of pension payable for life. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement.

Group companies participate in the United Mutual Superannuation Fund, CIEL Group Segregated Fund and Sugar Industry Pension Fund and other pension schemes present in respective companies.

The assets of the plan are independently administered separately. The present value of the defined benefit obligations and the related current service cost and past service cost were measured using the Projected Unit Credit Method.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

31. Retirement Benefit Obligations (Cont'd)

(a) Defined pension benefits (Cont'd)

	THE GROUP	
	2024 MUR '000	2023 MUR '000
(ii) The amounts recognised in the statement of financial position are as follows:		
Fair value of plan assets	(1,486,449)	(1,303,987)
Present value of funded obligations	1,796,374	1,604,236
Deficit of funded plans	309,925	300,249
Liability in the statement of financial position	309,925	300,249
The net defined benefit liability is arrived at as follows:		
Balance at 1 July	300,249	271,386
Charged to profit or loss (Note 31(a)(v))	78,997	108,108
Charged to other comprehensive income (Note 31(a)(vi)	33,513	23,177
Contributions and benefits paid	(102,834)	(102,422)
Balance at 30 June	309,925	300,249

	THE GROUP	
	2024 MUR '000	2023 MUR '000
(iii) The movement in the defined benefit obligation is as follows:		
Balance at 1 July	1,604,236	1,557,042
Current service cost	84,436	76,765
Past service cost	(17,197)	20,326
Interest expense	86,165	71,867
Employees' contributions	11,234	12,081
Actuarial gains/(losses)	34,435	(21,349)
Liability (gains)/losses due to change in financial assumptions	57,050	(49,139)
Benefits paid	(63,985)	(63,357)
Balance at 30 June	1,796,374	1,604,236

	THE GROUP	
	2024 MUR '000	2023 MUR '000
(iv) The movement in the fair value of plan assets of the year is as follows:		
Balance at 1 July	1,303,987	1,285,656
Expected return on plan assets	32,314	(76,653)
Gain on plan assets, excluding interest	63,895	54,471
Actuarial gains/(losses)	18,016	(14,678)
Scheme expenses	10,559	8,030
Cost of insuring risk benefits	(47)	(1,651)
Experience losses	7,642	(2,334)
Employer contributions	102,834	102,422
Employee contributions	11,234	12,081
Benefits paid	(63,985)	(63,357)
Balance at 30 June	1,486,449	1,303,987

	THE GROUP	
	2024 MUR '000	2023 MUR '000
(v) The amounts recognised in profit or loss are as follows:		
Current service cost	84,436	76,765
Scheme expenses	(10,559)	(8,030)
Cost of insuring risk benefits	47	1,651
Past service cost	(17,197)	20,326
Net Interest expense	22,270	17,396
Total, included in employee benefit expense	78,997	108,108

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

31. Retirement Benefit Obligations (Cont'd)

(a) Defined pension benefits (Cont'd)

	THE GROUP	
	2024	2023
	MUR '000	MUR '000
(vi) The amounts recognised in other comprehensive income are as follows:		
Remeasurement on the net defined benefit liability:		
Liability experience (losses)/gains	**(7,642)**	2,334
Liability losses/(gains) due to change in financial assumptions	**57,050**	(49,139)
Actuarial losses/(gains)	**16,419**	(6,671)
(Losses)/Gain on plan assets, excluding interest	**(32,314)**	76,653
	33,513	23,177
(vii) The fair value of the plan assets at the end of the reporting period were:		
Cash and cash equivalents	**105,697**	190,835
Local equities	**397,627**	312,162
Overseas equities	**414,518**	325,950
Debt instruments	**523,504**	436,957
Investment Properties	**45,103**	38,083
Total Market value of assets	**1,486,449**	1,303,987

The fair value of the above equity and debt instruments are determined based on quoted market prices in active markets. The fair value of properties is not based on quoted market prices in active markets.

The breakdown of the assets above corresponds to a notional allocation of the underlying investments based on the long-term strategy of each fund.

(viii) The fair value of the planned asset at the end of the reporting period was:

In terms of the individual expected returns, the expected return on equities has been based on an equity risk premium above a risk-free rate. The risk-free rate has been measured in accordance to the yields on government bonds at the measurement date. The fixed interest portfolio includes local and foreign deposits.

The expected return for this asset class has been based on these fixed deposits at the measurement date.

(ix) The principal actuarial assumptions used for accounting purposes were:

	THE GROUP	
	2024	2023
	%	%
Discount rate	**4.7 - 5.4**	4.9 - 6.3
Future salary increases	**2.5 - 3.2**	2.5 - 4.0

(x) Sensitivity analysis on defined benefit obligations at end of the reporting date:

	2024		2023	
	Increase	**Decrease**	Increase	Decrease
	MUR '000	**MUR '000**	MUR '000	MUR '000
Discount rate (1% increase)	**-**	**177,098**	-	188,722
Discount rate (1% decrease)	**228,873**	**-**	199,904	-
Future long term salary assumption (1% increase)	**34,654**	**-**	31,722	-
Future long term salary assumption (1% decrease)	**-**	**37,491**	-	35,317

(xi) The sensitivity above has been determined based on a method that extrapolates the impact on net defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The present value of the defined benefit obligation has been calculated using the projected unit credit method. The sensitivity analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

The defined benefit pension plan exposes the Group to actuarial risks such as longevity risk, salary risk, interest rate risk and market (investment) risk.

Longevity risk

The obligation for the members is calculated based on the best estimate of plan participants' mortality after retirement. Sensitivity has also been performed in respect of the mortality assumption. An increase in the life expectancy of the plan participants will increase the liability.

Salary risk

The present value of the liability is calculated based on the future salary increase of the non-members and members of the plan. Sensitivity analysis of salary increase assumption has been performed to assess its impact on the liability. An increase in salary increase assumption leads to an increase the present value of the obligations.

Interest rate risk

The present value of the obligation is calculated using a discount rate based on the yields of long-term government bonds. An increase or decrease in the discount rate can have a significant impact on the liabilities.

Market (investment) risk

Market risk is the risk that the value of an investment will decrease due to moves in market factors. The fair value of the plan assets depends on all the components of the investment value. Hence, an increase or decrease in the components of investment value may have a significant impact on the fair value of the plan assets.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

31. Retirement Benefit Obligations (Cont'd)

(a) Defined pension benefits (Cont'd)

(xii) The funding requirements are based on the pension fund's actuarial measurement framework set out in the funding policies of the plan.

(xiii) The Group expects to pay **MUR 66M** (2023: MUR 72M) in contributions to its post-employment benefit plans for the year ended 30 June 2024.

(xiv) The weighted average duration of the defined benefit obligations ranges between 11 and 43 years at the end of the reporting period.

Experience adjustment on plan liabilities **MUR 7.6M** (2023: MUR 76.6M).

(b) Other post-employment benefits

Other post-employment benefits comprise pensions to be paid on retirement or on death before retirement and gratuity on retirement under the The Workers' Rights Act 2019.

	THE GROUP	
	2024	2023
(i) The amounts recognised in the statement of financial position are as follows:	**MUR '000**	MUR '000
Defined benefit liability	**632,854**	497,185
(ii) Movement in the liability recognised in the statement of financial position:		
Balance at 1 July	**497,185**	421,101
Total expense	**51,981**	80,636
Actuarial gains recognised in other comprehensive income	**148,118**	33,566
Benefits paid	**(64,430)**	(38,118)
Balance at 30 June	**632,854**	497,185

	THE GROUP	
	2024	2023
(iii) The amounts recognised in the profit or loss are as follows:	**MUR '000**	MUR '000
Current service cost	**58,483**	51,891
Past service cost	**(10,574)**	18,778
Actuarial losses	**(19,910)**	-
Effect of curtailment and settlement	**(420)**	(8,251)
Interest cost	**24,402**	18,218
At 30 June	**51,981**	80,636
(iv) Amounts for the current year are as follows:		
Present value of defined benefit obligation	**632,854**	497,185
Actuarial losses	**148,118**	33,566

(v) The principal actuarial assumptions used for accounting purposes were:

	2024	2023
	%	%
Discount rate	**3.5 - 7.1**	2.9 - 7.1
Future salary increases	**2.5 - 10.0**	2.5 - 9.0

(vi) Sensitivity analysis on defined benefit obligations at end of the reporting date:

	2024		2023	
	Increase	**Decrease**	Increase	Decrease
	MUR '000	**MUR '000**	MUR '000	MUR '000
Discount rate (1% increase)	**-**	**57,070**	-	46,253
Future long-term salary assumption (1% increase)	**28,786**	**-**	13,532	-

The sensitivity above have been determined based on a method that extrapolates the impact on net defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The present value of the defined benefit obligation has been calculated using the projected unit credit method.

The sensitivity analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

(vii) The weighted average duration of the defined benefit obligations ranges between 11 and 12 years at the end of the reporting period.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

32. Provisions for Other Liabilities and Charges

Accounting policies

Provisions are recognised when:

- the Group has a present legal or constructive obligation as a result of past events;
- it is probable that an outflow of resources that can be reasonably estimated will be required to settle the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

	THE GROUP	
	2024	2023
	MUR '000	MUR '000
Vacation leave under IAS 19 (Note(i))	**70,096**	-
Legal claims	**46,306**	57,905
Others	**84,650**	78,132
	201,052	136,037
Repayable:		
Within one year	**172,518**	89,664
After one year	**28,534**	46,373

The increase in provision for legal charges is for the appeal to the Assessment Review Committee in respect of the additional duty being claimed by the Registrar General on the purchase of Four Seasons Resort (Anahita Hotel Ltd) by Sun Limited and claims lodged by former employees who were dismissed for gross misconduct.

(i) Provision for vacation leaves

Accounting policies

Vacation leave and other compensated absences with similar characteristics are accrued as a liability, as stipulated under long term benefits in IAS 19, as these benefits are earned by eligible employees based on past service and it is probable that the employer will compensate these employees for the benefits through paid time off or cash payments. The assessment of this provision is carried out annually by management for eligible employees. Such employees are those who fall under the definition of a worker under The Workers' Rights Act 2019 and have covered a qualifying period of service. The liability is measured using forecasted salary rates of the workers at the time of entitlement, which is then reduced by the average staff turnover applicable to the company. The present value of the vacation leave provision is determined by discounting the estimated future cash flows using rates of government bonds.

The movement in the liability during the year is as follows:

	THE GROUP
	2024
	MUR '000
At July 1,	
Charge for the year	**70,096**
At June 30,	**70,096**
Analysed as follows:	
Current	**33,954**
Non-Current	**36,142**
	70,096

The principal assumptions used for the purpose of computing the provision were as follows:

	THE GROUP
	2024
	%
Discount Rate	**4%**
Staff Turnover	**0%**
Future long term salary increase	**3%**

Sensitivity analysis on provision for vacation leaves at end of the reporting period:

	THE GROUP
	2024
	MUR '000
Change by 1% in discount rate	**6**
Change by 1% in staff turnover	**-**
Change by 1% in future long-term salary assumptions	**6**

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

33. Other Payables and Deferred Income

Accounting policies

Whenever the Group has received considerations for services not yet provided, this is treated as a contract liability until the performance obligation is met.

Fees and commissions from banking segment are generally recognised on an accrual basis when the service has been provided when payment has been received in advance; the amount is credited to deferred revenue until the service is provided, at which time, revenue would be recognised.

	THE GROUP	
	2024 MUR '000	2023 MUR '000
Contract liabilities (a)	**82,269**	87,010
Deferred revenue (b)	**340,593**	227,866
	422,862	314,876
Current portion	**(157,717)**	(201,084)
Non-Current portion	**265,145**	113,792

	THE GROUP	
	2024 MUR '000	2023 MUR '000
a. Contract liabilities		
Investment Hotel Scheme	**58,174**	59,446
Golf membership fees	**24,095**	27,564
	82,269	87,010
Include in financial statement as follows:		
Non - current liabilities	**77,610**	82,351
Current liabilities - under trade and other payables	**4,659**	4,659
	82,269	87,010
At 01 July	**87,010**	90,503
Release to profit or loss	**(4,741)**	(4,659)
Other movement	**-**	1,166
At 30 June	**82,269**	87,010

In 2018, 14 rooms under the Invest Hotel Scheme (IHS) were sold generating a revenue of MUR 134.8M. A net profit before tax of MUR 46.6M were realised on the transaction. The rooms were sold by Long Beach IHS to investors who immediately leased the rooms to Long Beach Resort Ltd, for a period until the end of the Government Lease (i.e.) 2070.

The transactions take the form of a sale and lease back and were accounted as a finance lease in the Group Financial Statements. As such, excess sales proceeds over the carrying amount has been deferred in Group Financial Statements over the period of the lease term.

The profit generated on the sale and leaseback transactions between Long Beach IHS to investors have been deferred over the period until the end of the Government lease (i.e.) 2070.

b. Deferred revenue being Income received in advance, relates to BNI Madagascar and is broken down as follows:

	THE GROUP	
	2024	2023
At 01 July	**227,866**	231,589
Additions	**152,029**	23,634
Released to profit or loss during the year under fees and commission income	**(53,811)**	(8,365)
Translation difference	**14,509**	(18,992)
At June 30,	**340,593**	227,866

Deferred revenue represents amounts received by the Bank for services to be provided in the future, which will be recognized as income when the services are performed or the obligations are met.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

34. Trade and Other Payables

Accounting policies

Trade and other payables are stated at fair value and subsequently measured at amortised cost using the effective interest method.

	THE GROUP		THE COMPANY	
	2024 MUR '000	2023 MUR '000	**2024 MUR '000**	2023 MUR '000
Trade payable	**4,848,022**	4,471,917	**-**	-
Client advances	**498,522**	451,271	**-**	-
Payable to subsidiary companies (Note 44)	**-**	-	**13,446**	1,989
Payable to related companies (Note 44)	**-**	2,672	**-**	-
Other payables	**2,250,174**	2,265,722	**16**	3
Export documentary remittances	**513,514**	2,056,502	**-**	-
Deposits from customers	**214,742**	405,032	**-**	-
Employees related expenses	**1,077,628**	870,418	**1,035**	1,169
Accrued expenses	**649,452**	291,298	**12,255**	17,013
Current accounts with other banks	**16,783**	10,424	**-**	-
	10,068,837	10,825,256	**26,752**	20,174

Payables are denominated in the following currencies and exclude client advances and deposits from customers.

	THE GROUP		THE COMPANY	
	2024 MUR '000	2023 MUR '000	**2024 MUR '000**	2023 MUR '000
USD	**1,122,304**	1,094,377	**-**	-
EURO	**204,636**	234,285	**-**	-
MUR	**3,300,019**	2,906,477	**14,497**	3,161
GBP	**26,707**	39,772	**-**	-
INR	**782,221**	918,126	**-**	-
MGA	**3,662,144**	4,347,460	**-**	-
Others	**257,542**	428,456	**-**	-
	9,355,573	9,968,953	**14,497**	3,161

35. Income Tax

Accounting policies

Current income tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

The current income tax charge is based on taxable income for the year calculated on the basis of tax laws enacted or substantively enacted by the end of the reporting period.

	THE GROUP		THE COMPANY	
	2024 MUR '000	2023 MUR '000	**2024 MUR '000**	2023 MUR '000
CHARGE				
Current tax on the adjusted profit for the year	**742,063**	716,480	**-**	38
Over provision in previous years	**(16,921)**	(17,711)	**-**	-
Corporate Social Responsibility tax ("CSR")	**32,556**	11,608	**-**	(3)
Deferred income tax (Note 30)	**118,421**	118,063	**-**	-
Charge for the year	**876,119**	828,440	**-**	35
Current tax charge analysed as follows :				
Continuing Operations	**876,119**	828,440	**-**	35
	876,119	828,440	**-**	35
MOVEMENT				
At 1 July	**186,967**	7	**38**	(39)
Over provision in previous years	**(16,921)**	(17,711)	**-**	-
Charge for the year	**742,063**	716,480	**-**	38
CSR expense for the year	**32,556**	11,608	**-**	(3)
(Paid)/Refund during the year for previous year	**(399,951)**	(245,445)	**(38)**	42
Advance payment for current year	**(258,201)**	(189,750)	**-**	-
Tax deducted at source paid for current year	**(297,799)**	(80,716)	**-**	-
Exchange difference	**15,100**	(7,506)	**-**	-
At 30 June	**3,814**	186,967	**-**	38
Analysed as follows:				
Current income tax liabilities	**146,633**	244,394	**-**	38
Current income tax assets	**(142,819)**	(57,427)	**-**	-
	3,814	186,967	**-**	38

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

35. Income Tax (Cont'd)

Accounting policies (cont'd)

Current income tax (cont'd)

The tax on the profit before income tax differs from the theoretical amount that would arise using the basic tax rate:

	THE GROUP		THE COMPANY	
	2024	2023	**2024**	2023
	MUR '000	MUR '000	**MUR '000**	MUR '000
Profit before income tax	**5,914,167**	5,130,464	**620,462**	623,693
Tax calculated at a rate of **17%** (2023: 17%)	**1,005,408**	872,179	**105,479**	106,028
Tax effect of :				
Income not subject to tax	**(374,311)**	(230,085)	**(162,414)**	(152,420)
Expenses not deductible for tax purposes	**211,268**	137,036	**56,935**	46,440
Effect of different tax rate	**101,818**	94,046	**-**	(5)
Over provision income tax previous years	**(16,921)**	(17,711)	**-**	(3)
Under provision deferred tax previous years	**(784)**	1,113	**-**	-
Utilisation of tax losses	**(844)**	(5)	**-**	(5)
Investment tax relief	**(2,787)**	(979)	**-**	-
Foreign tax credit	**-**	(830)	**-**	-
Deferred tax asset not recognised	**(47,007)**	(29,078)	**-**	-
Other adjustments	**279**	2,754	**-**	-
	876,119	828,440	**-**	35

36. Dividends Per Share

Accounting policies

Dividend distribution to the Company's shareholders is recognised as a liability in the financial statements in the period in which the dividends are declared.

	THE GROUP AND THE COMPANY	
	2024	2023
	MUR '000	MUR '000
Amounts recognised as distributions to equity holders in the year:		
Final dividend payable for year ended 2024 of **MUR 0.32** cents (2023: MUR 0.28 cents)	**540,659**	473,077

	THE GROUP AND THE COMPANY	
	2024	2023
	MUR '000	MUR '000
Amount payable as at 1 July	**473,077**	270,010
Declared during the year	**540,659**	473,077
Amount paid during the year	**(473,077)**	(270,010)
Amount payable as at 30 June	**540,659**	473,077

37. Deposits from Customers

Accounting policies

Deposits from customers are classified as financial liabilities at amortised cost. They are initially measured at fair value and subsequently carried at amortised cost.

	THE GROUP	
	2024	2023
Banking Segment	**MUR '000**	MUR '000
Demand deposits	**21,743,548**	21,667,689
Savings deposits	**8,180,381**	5,129,860
Time deposits with remaining terms to maturity:		
Within 1 year	**4,614,319**	4,893,826
Over one year and up to five years	**41,234**	42,193
	34,579,482	31,733,568
Current	**34,538,248**	31,691,375
Non-current	**41,234**	42,193
Individuals	**9,100,979**	7,930,135
SMEs	**4,210,975**	3,894,066
Mid Caps	**2,780,665**	4,801,220
Other corporate	**18,486,863**	15,108,147
	34,579,482	31,733,568

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

38. Reconciliation of Profit before Income Tax to Cash generated from Operating Activities

(a) Cash flow from operating activities	Notes	THE GROUP 2024 MUR '000	THE GROUP 2023 MUR '000	THE COMPANY 2024 MUR '000	THE COMPANY 2023 MUR '000
Reconciliation of profit before income tax to cash generated from operations:					
Profit before income tax – continuing operation		**5,914,167**	5,130,464	**620,462**	623,693
Amortisation of intangible assets	7	**60,421**	54,141	**-**	-
Depreciation on property, plant and equipment	7	**1,258,708**	1,118,539	**-**	-
Depreciation on right of use assets	7	**237,529**	220,133	**-**	-
Interest expense	6	**1,210,087**	1,114,371	**148,229**	156,360
Interest income	6	**(334,790)**	(302,820)	**(4,246)**	(1,048)
Fair value gain on investment property	10	**(15,762)**	(261,014)	**-**	-
Executive Share based scheme		**38,465**	-	**56,775**	-
Fair value movement on derivatives	42	**(456)**	57,503	**-**	-
Share of result of joint ventures	7(d)	**(427,003)**	(389,705)	**-**	-
Share of result of associates	7(d)	**(610,433)**	(215,322)	**-**	-
Profit on share buyback		**-**	-	**-**	(16,448)
Intangible assets write off	11	**49**	-	**-**	-
Property, plant & equipment written off	9 &16	**12,596**	1,465	**-**	-
Bad debts	5(a)	**236,733**	395,827		
Provision for impairment and write off of inventories	18	**41,342**	30,963	**-**	-
Provision for impairment of financial assets	7(b)	**36,480**	75,319	**-**	-
Provision for impairment on loans and advances to customers	7(b)	**130,989**	280,218	**-**	-
Movement in provisions and deferred revenue	32 & 33	**173,001**	(10,477)	**-**	-
Increase in provision for retirement benefit obligations net of benefits paid		**130,979**	48,205	**-**	-
Unrealised exchange difference		**534,988**	21,464	**-**	-
Gain on termination of lease agreement/Lease modification		**(30,540)**	-	**-**	-
Profit on disposal of investment property	5 (a)	**(390,354)**	-	**-**	-
Loss on disposal of plant and equipment	5 (a)	**43,781**	17,645	**-**	-
Profit on disposal of investment/plant and equipment from discontinued operations	5 (a)	**-**	(43,262)	**-**	-
		8,250,977	7,343,657	**821,220**	762,557
Changes in working capital:					
- trade and other receivables		**505,045**	(383,633)	**(65,951)**	(96,130)
- loans and advances		**(940,869)**	(1,307,746)	**-**	-
- investment securities		**(2,135,273)**	(105,409)	**-**	-
- inventories		**82,877**	714,269	**-**	-
- trade and other payables		**(1,259,908)**	(726,816)	**6,581**	(14,089)
- deposits from customers		**1,309,617**	1,401,561	**-**	-
Cash generated from operating activities		**5,812,466**	6,935,883	**761,850**	652,338

39. Notes to the Statements of Cash Flows

(a) Cash and cash equivalents	THE GROUP 2024 MUR '000	THE GROUP 2023 MUR '000	THE COMPANY 2024 MUR '000	THE COMPANY 2023 MUR '000
Cash in hand and at bank	**1,223,042**	1,188,076	**-**	-
Foreign currency notes and coins	**216,569**	540,972	**-**	-
Balances with Central Bank	**4,396,087**	3,254,974	**-**	-
Balances due in clearing	**-**	23,098	**-**	-
Balances with bank	**4,762,244**	3,897,765	**7,357**	42,927
Placements	**2,942,754**	2,804,567	**-**	-
	13,540,696	11,709,452	**7,357**	42,927
Bank overdrafts	**(823,256)**	(852,818)	**-**	-
Cash at call – related parties	**-**	-	**(110,344)**	(287,207)
	12,717,440	10,856,634	**(102,987)**	(244,280)

(b) Year ended 30 June 2024	THE GROUP Cash/Bank Overdraft MUR '000	THE GROUP Total Borrowings MUR '000	THE GROUP Lease Liabilities MUR '000	THE GROUP Total MUR '000	THE COMPANY Cash/Bank Overdraft MUR '000	THE COMPANY Total Borrowings MUR '000	THE COMPANY Total MUR '000
Net debt as at 01 July 2023	**10,856,634**	**(16,966,697)**	**(3,416,548)**	**(9,526,611)**	**(244,280)**	**(2,644,169)**	**(2,888,449)**
Cashflows	**1,727,613**	**-**	**-**	**1,727,613**	**141,293**	**-**	**141,293**
Additions	**-**	**(5,578,375)**	**(368,365)**	**(5,946,740)**	**-**	**-**	**-**
Repayments	**-**	**4,033,289**	**232,103**	**4,265,392**	**-**	**-**	**-**
Non cash movement	**-**	**113,549**	**191,827**	**305,376**	**-**	**(1,276)**	**(1,276)**
Foreign exchange adjustment	**133,193**	**(376,245)**	**(123,306)**	**(366,358)**	**-**	**-**	**-**
Net debt as at 30 June 2024	**12,717,440**	**(18,774,479)**	**(3,484,289)**	**(9,541,328)**	**(102,987)**	**(2,645,445)**	**(2,748,432)**

(c) Year ended 30 June 2023	THE GROUP Cash/Bank Overdraft MUR '000	THE GROUP Total Borrowings MUR '000	THE GROUP Lease Liabilities MUR '000	THE GROUP Total MUR '000	THE COMPANY Cash/Bank Overdraft MUR '000	THE COMPANY Total Borrowings MUR '000	THE COMPANY Total MUR '000
Net debt as at 01 July 2022	11,551,438	(18,922,746)	(3,464,263)	(10,835,571)	(35,746)	(3,021,922)	(3,057,668)
Cashflows	(373,062)	-	-	(373,062)	(208,534)	-	(208,534)
Additions	-	(4,737,662)	(239,358)	(4,977,020)	-	-	-
Repayments	-	7,325,244	302,624	7,627,868	-	380,102	380,102
Non cash movement	-	(297,724)	-	(297,724)	-	(2,349)	(2,349)
Foreign exchange adjustment	(321,742)	(333,809)	(15,551)	(671,102)	-	-	-
Net debt as at 30 June 2023	10,856,634	(16,966,697)	(3,416,548)	(9,526,611)	(244,280)	(2,644,169)	(2,888,449)

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

40. Contingencies

At 30 June 2024, the Group had contingent liabilities in respect of bank and other guarantees and other matters arising in the ordinary course of business from which it is anticipated that no material liabilities would arise.

CIEL Finance Limited has floating charges as follows :

i. EUR 4M from the Mauritius Commercial Bank in favour of a bank to counter-guarantee BNI Madagascar in respect of credit concentration limits imposed by the Malagasy regulator.

ii. Over its assets in favour of The Mauritius Commercial Bank, acting as Noteholders' Representative under the Notes Issue effected in September 2019, for a maximum amount of MUR 500M in principal plus any interests and related costs and MUR 850M respectively, in principal plus any interests and related costs

iii. Over its assets in favour of The Mauritius Commercial Bank, in respect of an overdraft facility for MUR 80M.

CIEL Textile Limited had contingencies in respect of tax assessments, legal cases and bank guarantees to third parties in respect of expatriates amounting to **MUR 184.5M** (2023: MUR.142.5M).

C-Care (International) Ltd

At 30 June 2024, the Group has contingent liabilities in respect of bank and other guarantees of **MUR 1.4M** (2023: MUR 1.7M).

A plaint with summons was served on the company by Metropolis Bramser Lab Services (Mtius) Ltd ("Metropolis") claiming compensation amounting to **MUR 150M** (2023: MUR 150M) for damages suffered as a result of inter alia an alleged wrongful termination of the contract between the company and Metropolis. Judgement was rendered on 26 April 2024 and Metropolis' plaint was dismissed with costs. Metropolis lodged an appeal against C- Care on 9 May 2024. The appeal is being resisted by C-Care. Based on the legal advice obtained, management and the board have reasonable grounds to expect that no material financial impact will arise for the company.

There are also some legal cases regarding medical negligence against the Company for which judgement are yet to be delivered. The aggregate claims from plaintiffs for these legal cases amounts to **MUR 433M** (2023: MUR 411M).

41. Commitments

	THE GROUP	
	2024	2023
	MUR '000	MUR '000
(a) Capital Commitments		
Authorised by the directors and contracted for	**549,413**	408,836
Authorised by the directors but not contracted for	**599,000**	1,172,000
	1,148,413	1,580,836

(b) Guarantees and other obligations on account customers and commitment – Banking Segment

The guarantees and other obligations on account of customers and commitments for the banking segment amount to **MUR 6.4Bn** as at 30 June 2024 (2023: MUR 4.2Bn) denominated in Ariary.

42. Derivative Financial Instruments

Accounting policies

Hotels and resorts segment

The Segment has elected to apply hedge accounting requirements, hence the below accounting policies are applicable for both the financial year ended 30 June 2024 and 2023.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

The Group designates certain derivatives as either:

- Hedges of the fair value of recognised liabilities (fair value hedge);
- Hedges of a particular risk associated with a recognised liability or a highly probable forecast transaction (cash flow hedge); or
- Hedges of a net investment in a foreign operation (net investment hedge).

The Group documents, at the inception of the transaction, the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

42. Derivative Financial Instruments (Cont'd)

Accounting policies (cont'd)

Hotels and resorts segment (cont'd)

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

Fair value hedge

Changes in the fair value of derivatives that are designated and qualified as fair value hedges are recorded in profit or loss, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

Cash flow hedge

The Group applies only fair value hedge accounting for hedging fixed interest risk on borrowings. The gain or loss relating to the effective portion of interest rate swaps hedging fixed rate borrowings is recognised in profit or loss within finance costs. The gain or loss relating to the ineffective portion is recognised in profit or loss.

Changes in the fair value of the hedge fixed rate borrowings attributable to interest rate risk are recognised in profit or loss within finance costs.

If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to profit or loss over the period to maturity.

The effective portion of changes in the fair value of derivatives that are designated and qualified as cash flow hedges are recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in the profit or loss.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to profit or loss.

42. Derivative Financial Instruments (Cont'd)

	THE GROUP
	Level 2
At 30 June 2024	**MUR '000**
Assets	
Derivatives used for hedging	**96,284**
Liabilities	
Derivatives used for hedging	**(36,717)**
	59,567
At 30 June 2023	MUR '000
Assets	
Derivatives used for hedging	147,235
Liabilities	
Derivatives used for hedging	(34,707)
	112,528

a. Assets	Level 2
Derivatives used for hedging	MUR '000
Balance as at 01 July 2022	236,641
Gains recognised in profit or loss	(89,406)
Balance as at 30 June 2023	147,235
Disposals	**(54,552)**
Gains recognised in profit or loss	**3,601**
Balance as at 30 June 2024	**96,284**

b. Liabilities	Level 2
	MUR '000
Derivatives used for hedging	
Balance as at 01 July 2022	(66,610)
Gains/(losses) recognised in profit or loss	31,903
Balance as at 30 June 2023	(34,707)
Disposals	**1,135**
Gains/(losses) recognised in profit or loss	**(3,145)**
Balance as at 30 June 2024	**(36,717)**

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

42. Derivative Financial Instruments (Cont'd)

c. Amount recognised in profit or loss

	2024 MUR '000	2023 MUR '000
Assets	**3,601**	(89,406)
Liabilities	**(3,145)**	31,903
	456	(57,503)

d. Amount recognised in other comprehensive income

	2024 MUR '000	2023 MUR '000
Assets	**-**	-
Liabilities	**-**	-
	-	-

43. Cash Flow Hedge

Accounting policies

Textile Segment

Derivatives are initially recognised at fair value on the date a derivative is entered into and are subsequently re-measured at their fair value. All derivatives are carried in current assets when amounts are receivable by the Textile Segment and in current liabilities when amounts are payable by the Textile Segment.

At the end of each reporting period, the resulting gain or loss is recognised in profit or loss unless the derivative is designated and effective as a hedging instrument, in which the timing of recognition in profit or loss depends on the nature of the hedge relationship.

The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Textile Segment designates certain derivatives as hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge).

The Textile Segment documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Textile Segment also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of derivative instruments used for hedging purposes are disclosed in note 42. Movements on the hedging reserve are shown in 'other comprehensive income'. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining hedged item is more than 12 months and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in 'other comprehensive income'. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of currency forward contracts is recognised in profit or loss.

However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory or fixed assets), the gains or losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in cost of goods sold in the case of inventory or in depreciation in the case of fixed assets.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to profit or loss.

The Textile Segment is involved in the production and sale of textile apparel, most of which is done through exports to foreign countries. The Group is made up of Knitwear Cluster, Fine knits Cluster and Woven Cluster, and is exposed to foreign exchange risk on the sale of textile products denominated in foreign currencies, such as South African Rand 'ZAR', United States Dollars 'USD', Great Britain Pound 'GBP', Indian Rupee 'INR' and Euro 'EUR'.

The Textile Segment is mainly faced with the following foreign exchange exposures:

Pre-transaction foreign currency risk

This arises before the transaction ('sale') becomes contractual while a quote is given to the client in foreign currency. Even though the transaction is not confirmed, movement in exchange rate to the disfavour of the Textile Segment signifies a potential risk. If a customer later accepts the quote received, there is a risk that the foreign currency price then converted to MUR will not bring the desired margin.

Transaction foreign currency risk

Transactional foreign currency risk arises as soon as there is a contractual obligation between the Textile Segment and the foreign customers. If nothing is done, there is a certain risk that the foreign exchange rate may weaken and if it so happens, the Textile Segment may only lose the intended margin on the transaction and may even incur losses if the exchange rate variations are drastically in disfavour of the Textile Segment.

Notes to the Financial Statements (Continued)

Year ended 30 June 2024

43. Cash Flow Hedge (Cont'd)

Accounting policies (Cont'd)

Textile Segment (Cont'd)

The Textile Segment adopted the following strategy:

The Treasury Committee and Chief Executive of the Textile Segment are responsible for the decision making, with the intention to take cover, through forward exchange contracts with a view to cover for sale transactions that are judged as being highly probable. The intention is to cover for transactional exposures as they are unveiled. Prerogative is given to the Treasury Committee and Chief Executive of the Textile Segment to decide if they would keep part of this position uncovered with the view of benefiting from potential currency appreciation against the MUR.

The Textile Segment enters into forward covers to manage its foreign exchange risk on foreign denominated sales. Forward exchange covers are taken for orders received and which are highly probable and this is designated as a cash flow hedge. Forward covers are used as a mechanism to fix the amount of foreign currency denominated sales which are used to modify cash flow between financial instruments and sales receipts upon realisation.

Financial instruments taken to hedge the Textile Segment's sales are fair valued and recognised in the statement of financial position as financial assets/liability. For those sales on which a forward has been taken and which has materialised, the resulting fair value gain/loss on re-measurement is accounted for in profit or loss while for those transactions for which the underlying sale has not yet materialised, the fair value gain/loss is recorded in other comprehensive income. The latter is then recycled to profit or loss as soon as the sale materialises and the goods are shipped.

The Textile Segment enters into forward contracts (hedge instrument) to buy or sell foreign currencies at a specified future time at a price agreed upon the contract date. The price is locked until delivery of sales order which normally will not exceed 9 months.

Hedge instruments, in this case forward exchange contracts, are expected to be highly effective to mitigate the foreign currency risk exposure on sales (hedged item). By selling forward, the Textile Segment expects to mitigate long term currency exchange risk and will revalue in the opposite direction to the underlying transaction.

The Textile Segment has a single risk category which is the foreign exchange risk on foreign currency denominated sales. The objective of the Textile Segment is to cover identified exposures (i.e. confirmed orders or highly probable sales orders). However, this benchmark is determined on a case-to-case basis by the CEO and treasury committees of the respective business clusters while taking into consideration the specific transaction requirements.

Hedging instruments in the form of forward foreign exchange contracts is expected to be highly effective as the unshipped sales, which represents the hedged item, has a direct economic relationship to the forward foreign exchange contract entered into to mitigate the foreign exchange exposure on the Textile Segment 's unshipped and confirmed sales orders at year end. The Textile Segment enters into hedge relationships where the critical terms of the hedging instrument is expected to match exactly with the terms of the hedged item. Although effectiveness is certain to be 100% as long as plain vanilla forward contracts are used, a 10% error margin in the hedge effectiveness is considered as acceptable. If changes in circumstances affect the terms such as the timing of the hedged item such that the critical terms no longer match exactly with the critical terms or are not within the 10% error margin of the hedging instrument, ineffectiveness may arise.

To determine effectiveness of the hedge, the list of hedge instruments (forward contracts) is matched with the list of sales not yet shipped/highly probable sales (hedged items).

For all sales not yet shipped and for which a forward exchange contract cover has been taken, the Textile Segment performs a revaluation of outstanding forward contracts relating to cash flow hedges is recorded in other comprehensive income, i.e all the effective portion of the hedging relationship and the hedging instrument.

Revaluation of outstanding forward contracts relating to transactions for which an asset has already crystallised in the statement of financial position (sales already shipped, and debtors raised) are recorded in profit or loss.

Subsequently, the cash flow hedge recognised in other comprehensive income at year end will be reversed in profit or loss in the following year, as an underlying asset would already have crystallised upon the orders being shipped.

The Textile Segment does not have any forecast transaction for which hedge accounting had been used in the previous period, but which is no longer expected to occur.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

43. Cash Flow Hedge (Cont'd)

Textile Segment (Cont'd)

Outstanding contracts	**2024**	2023	**2024**		2023		**2024**	2023	**2024**	2023	**2024**	2023
	Average exchange rate		**Sell**	**Buy**	Sell	Buy	Fair value		Contract value		Gain/(loss)	
			FC'000	**FC'000**	FC'000	FC'000	**MUR '000**	MUR '000	**MUR '000**	MUR '000	**MUR '000**	MUR '000
Sell currency EUR and buy currency USD	**1.09**	1.08	**240**	**262**	5,259	5,660	**12,121**	255,250	**12,327**	253,288	**206**	(1,962)
Sell currency EUR and buy currency MUR	**51.34**	50.43	**1,140**	**58,531**	1,315	66,312	**57,329**	66,312	**58,531**	68,482	**1,202**	2,170
Sell currency GBP and buy currency USD	**1.27**	1.24	**561**	**710**	770	954	**33,427**	43,037	**33,384**	42,507	**(43)**	(530)
Sell currency GBP and buy currency MUR	**58.43**	57.98	**2,250**	**131,476**	870	50,442	**132,768**	50,442	**131,476**	51,705	**(1,292)**	1,263
Sell currency ZAR and buy currency USD	**0.05**	0.06	**172,861**	**9,149**	49,491	2,724	**432,289**	122,948	**437,337**	129,734	**5,048**	6,786
Sell currency ZAR and buy currency MUR	**2.50**	2.48	**126,759**	**316,908**	188,745	468,202	**313,827**	468,202	**316,908**	492,257	**3,081**	24,055
Sell currency USD and buy currency MUR	**46.99**	46.03	**16,338**	**767,762**	22,310	1,026,927	**764,811**	1,026,364	**767,462**	1,048,237	**2,651**	21,873
Sell currency USD and buy currency ZAR	**18.15**	18.57	**2,700**	**49,013**	2,629	48,808	**124,436**	117,815	**124,004**	118,285	**(432)**	470
Sell currency USD and buy currency INR	**88.43**	83.08	**11,030**	**975,371**	7,100	589,902	**419,273**	399,114	**419,862**	402,734	**589**	3,620
Sell currency GBP and buy currency INR	**106.65**	104.14	**2,300**	**245,296**	5,850	609,206	**103,409**	362,770	**104,018**	361,946	**609**	(824)
Sell currency EUR and buy currency INR	**92.87**	91.27	**4,350**	**403,995**	4,400	401,572	**266,274**	225,567	**269,879**	228,421	**3,605**	2,854
Total							**2,659,964**	3,137,821	**2,675,188**	3,197,596	**15,224**	59,775

Recognised as follows:	**2024** **MUR '000**	2023 MUR '000
On statement of financial position		
Fair value asset on forward contracts	**30,261**	60,397
Fair value liability on forward contracts	**(15,037)**	(622)
	15,224	59,775
In statement of profit or loss		
Gain on financial derivatives	**18,797**	171,795
In statement of other comprehensive income		
Loss on financial derivatives	**(3,573)**	(112,020)
	15,224	59,775

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

43. Cash Flow Hedge (Cont'd)

Hotels & Resorts segment

The segment is exposed to foreign currency risk, most significantly to the Euro, Pound Sterling and US Dollar, on the segment's sales denominated in these currencies. The segment hedges these exposures by entering into foreign currency loans ("hedging instruments") with future principal payments that will match the future sales ("hedged item") in these currencies. All exchange differences arising on the conversion of foreign currency loans are deferred in equity, under the cash flow hedge reserve to the extent that the hedge is effective. On recognition of the hedged sales, the foreign currency gain/loss is netted off by releasing a portion of the cash flow hedge reserve.

The hotels and resorts segment has reviewed the hedging portfolio to confirm whether the underlying transactions remain "highly probable".

At the time of reporting, management has identified:

(i) A portion of foreign currency sales which are no longer deemed to be "highly probable" but are still expected to occur. Hence, the corresponding cumulative gain or loss deferred in equity whilst the hedge was effective remains in equity until the forecasted transaction occurs.

(ii) A portion of foreign currency sales which are no longer deemed to the "highly probable" and are not expected to occur. Hence the corresponding cumulative gain or loss deferred in equity whilst the hedge was effective are immediately removed from equity and are recognised in the statement of profit or loss.

Below is a schedule indicating as at 30 June 2024, the periods when the hedge cash flows are expected to occur and when they are expected to affect profit or loss.

	Within 1 year	1 to 3 years	3 to 5 years	More than 5 years
	MUR '000	MUR '000	MUR '000	MUR '000
2024				
Cash inflows	**663,868**	**959,971**	**327,574**	**643,689**
Cash outflows	**(663,868)**	**(959,971)**	**(327,574)**	**(643,689)**
Net cash outflows	**-**	**-**	**-**	**-**
2023				
Cash inflows	345,582	1,485,553	1,435,873	1,006,063
Cash outflows	(345,582)	(1,485,553)	(1,435,873)	(1,006,063)
Net cash outflows	-	-	-	-

Financial services segment

The Financial services segment had the following forward foreign exchange contracts outstanding at the end of the reporting period.

	Notional amount		Carrying amount	
	Sell	Buy	Assets	Liabilities
	MUR'000	MUR'000	MUR'000	MUR'000
2024				
EUR to MUR	**208,703**	**227,262**	**4,610**	**4,475**
EUR to USD	**22,883**	**970**	**6,373**	**156**
GBP to MUR	**101,891**	**105,560**	**1,742**	**1,742**
USD to MUR	**1,023,354**	**719,969**	**13,632**	**12,010**
ZAR to MUR	**78,771**	**82,770**	**3,298**	**3,298**
2023				
EUR to MUR	280,030	280,030	7,214	7,214
EUR to GBP	821	819	2	-
GBP to MUR	160,909	218,379	3,492	3,716
GBP to USD	58,103	-	86	-
USD to MUR	913,073	729,026	10,965	10,726
ZAR to MUR	259,063	305,136	10,527	9,496
ZAR to USD	47,485	-	-	1,798

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

44. Significant Related Party Transactions

(a) The Group		Dividend Income MUR '000	Rental and Other Income MUR '000	Management Fees Income MUR '000	Amount owed by Related Parties MUR '000	Amount owed to Related Parties MUR '000
Associated companies	**2024**	**49,506**	**13,035**	**10,232**	**45,543**	
	2023	67,453	10,982	2,791	16,122	-
Enterprises that have a number of common directors	**2024**	**-**	**660**	**-**	**-**	**-**
	2023	-	1,175	-	460	-
Joint ventures in which the company is a venturer	**2024**	**218,698**	**6,588**	**6,758**	**35,999**	**-**
	2023	346,727	6,252	8,930	50,505	2,672

(b) The Company		Dividend Income MUR '000	Management Fees and Other Expenses MUR '000	Interest,Rental and Other Income MUR '000	Financial Charges MUR '000	Non Current receivable MUR '000	Loans at Call MUR '000	Amount owed by Related Parties MUR '000	Amount owed to Related Parties MUR '000
Subsidiary companies	**2024**	**935,443**	**52,618**	**4,246**	**10,350**	**-**	**110,344**	**747,421**	**13,446**
	2023	871,288	45,362	1,048	5,288	56,048	287,193	649,793	1,989
Associated companies	**2024**	**7,450**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	2023	7,612	-	-	-	-	-	-	-

Amounts owed to/by related parties are unsecured and are repayable within the next 12 months. There have been no guarantees provided or received for any related party receivables/payables. The Company has not recorded any impairment of receivables during the year. This assessment is undertaken each year through examining the financial position of the related party.

Management fees and other expenses relate to services provided for Strategic, Corporate Governance, Company Secretary & Registry, Legal Support, Communication and Corporate Finance.

Key management personnel salaries and compensation	THE GROUP	
	2024	2023
	MUR '000	MUR '000
Salaries and short-term employee benefits	**627,465**	553,513
Post-employment benefits	**36,602**	33,091
	664,067	586,604

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management

(a) Financial risk factors

The Group's objective is to provide long term capital growth and regular appreciation in dividend income distribution to investors. This objective is being fulfilled through investing in a diversified portfolio of equity and equity related investments.

(i) Banking specific segment

BNI Madagascar, is a bank in Madagascar. The Group analyses the financial risk management of BNI Madagascar separately as the banking operations is different compared to other entities in the Group.

BNI's activities expose it to financial risks such as market risk (including price, currency and interest rate risk), credit risk and liquidity risk.

(ii) Non-banking specific segment

Textile segment

The cluster's credit risk is primarily attributable to its trade receivables and bank balances. For banks and financial institutions, the cluster only transacts with highly reputable counterparties. The amount presented within the Group's segmental note is net of allowances for doubtful receivables, estimated by the management based on prior experience and the current economic environment. The cluster has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history.

Hotels and Resorts segment

The cluster has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The cluster only transacts with entities of good credit rating. This information is supplied by independent rating agencies where available and, if not available, the cluster uses other publicly available financial information and its own trading records to rate its major customers. The cluster's exposure and the credit risks of its counterparties are continuously monitored. The carrying amount of financial assets recorded, which is net of impairment losses, represents the cluster's maximum exposure to credit risk without considering the value of any collateral obtained.

Agro segment

The cluster's risk is primarily attributable to its receivables. The amount presented within the Group's segmental note is net of allowances for doubtful receivables, estimated by the management based on prior experience and the current economic environment.

Property segment

The cluster's credit risk is primarily attributable to its trade receivables. The amounts presented in the Group's segmental note are net of allowances for doubtful receivables, estimated by the cluster's management based on a prior experience and the current economic environment. The cluster has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. Trade receivables consist of a large number of customers and an ongoing credit evaluation is performed on the financial condition of accounts receivable by management. Cash and cash equivalents are maintained with reputable banks.

Healthcare segment

The cluster's risk is primarily attributable to its trade receivables. The amount presented within the Group's segmental note is net of allowances for credit losses, estimated by the management based on prior experience and the current economic environment. The cluster has a dedicated debtors recovery team that monitors its debtors balance. Where applicable, the cluster takes necessary legal actions in order to recover its balances from the debtors. The cluster has no significant concentration of credit risk, with exposure spread over a large number of counterparties.

Financial services segment

The cluster's credit risk from its non-banking operations is primarily attributable to its trade receivables. The amounts presented in the statement of financial position are net of provision for impairment calculated in accordance with IFRS 9 based on history, the current economic environment, and future macro-economic variables. The cluster has policies in place to ensure that sales of services are made to customers with an appropriate private credit history. The credit quality of this financial asset can be assessed by the historical information about the financial strengths of the financial institutions the cluster is dealing with. In the opinion of the cluster, there is no associated risk as these are reputable institutions.

The cluster has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers. The cluster has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history. The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable. The cluster does not hold any collateral security for receivables relating to the non-banking segment.

(b) Credit risk

Credit risk is the risk of suffering financial loss, should any customers, clients or market counterparties fail to fulfil their contractual obligations to the Group.

Notes to the Financial Statements (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(b) Credit risk (cont'd)

(i) Non-banking specific segment

The credit risk exposure of the Group's non-banking segment has been assessed in Notes 19(e), 20 and 24.

(ii) Banking specific segment – BNI Madagascar SA ("BNI")

Credit risk is the risk of suffering financial loss should any of BNI's customers or market counterparties fail to fulfil their contractual obligations to BNI. Credit risk arises across all its asset classes and is primarily centered around its loans and advances portfolio.

BNI is also exposed to credit risks arising from its investments in Securities and other exposures arising from its trading activities ('trading exposures'). Management carefully manages its exposure to credit risk through the centralized Risk Team headed by the BNI's Chief Risk Officer who reports to Indian Ocean Financial Holding Limited's ('IOFHL') Credit and Risk Committees.

Credit Risk Management

The Group has ensured clear policymaking is in place regarding risk appetite whilst balancing risk and reward. All policies and limits are presented to the IOFHL board for approval and information.

The strategy is to set a global acceptable level of risk and exposure limits supported by a framework to ensure that the risks taken remain within the acceptable threshold. The risk appetite approved by the Board includes a global limit set with regards to various counterparties, sovereigns and sectors. The credit policy is subject to an annual review.

Management regularly reviews the loan portfolio, including non-performing loans, and periodically submits reports to the credit committee to ensure adequacy of provision and monitoring of non-performing facilities.

Limit Management and Mitigation policies

BNI manages limits and controls concentrations of credit risk wherever they are identified – within individual counterparties, groups and sectors.

BNI structures credit risk by placing limits on the level of risk accepted for one borrower, one group of borrowers, or for industry segments. Such risks are monitored on a recurring basis and are subject to annual or more frequent reviews when considered necessary. Limits on the level of credit risk by product or industry sector are monitored quarterly at the level of the Credit Committee, which thereafter makes representations to the Board of Directors.

Lending limits are reviewed in the light of changing market and economic conditions, periodic credit reviews and assessments of probability of default.

Counterpart limits

BNI defines a single counterparty as a legally and/or financially consolidated counterparty or group of counterparties. The local regulatory framework provides for two prudential ratios that need to be met at all times:

1. Commitment to a single counterparty should not exceed 35% of the Bank's capital base
2. All major risks (cumulative commitments in favor of shareholders, the Board of Directors and auditors) is set at a maximum threshold of 10% of capital base.

In principle, the maximum risk that the Bank is prepared to take is defined according to the creditworthiness, expected credit loss (ECL) and probability of default (PD) of the counterparty. And as a general rule, limits are proportional to the bank's capital base.

Sectoral limits

BNI aims to maintain a reasonably diversified portfolio in terms of exposure to business sectors. To this end, limits have been set and regularly revised for the maximum credit exposure to a single sector (as a percentage of total exposure) according to market dynamics, outlook and risk profiles of each sector, assessed periodically through sector reviews carried out by the Bank.

Sovereign limits

The key attribute for determining sovereign limits is the country risk rating assessed by rating agencies and the sovereign risk assessment conducted internally. This assessment is regularly updated based on the macroeconomic outlook, changes in the business environment, the quality of governance as well as the country's political risk profile.

Credit monitoring system

- The Overdue Payments and Excesses Committee has been established to ensure timely regularization actions and improve monitoring in collaboration with all markets. The committee meets monthly, at least one week before the Provisioning Committee, and facilitates the estimation of provisions for potentially compromised credit cases.
- Watch-list committee in place to review changes in risk grade of customers and to closely monitor watch-listed customers.
- Close monitoring and follow up strategies have also been put in place to engage with borrowers as soon as they show signs of distress (decrease in transactional flows of cash, deterioration in risk grade and credit scoring, industry distress, etc.), especially in the corporate segment. An early warning system has been embedded to monitor borrower-specific signs of distress and a systematic reporting is frequently addressed to senior management and credit committees.

Notes to the Financial Statements (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(b) Credit risk (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

Risk Reporting

- BNI is committed to strengthening its data infrastructure to further automate the credit risk reporting systems (specifically through the use of Business Intelligence System). Therefore, the bank will continue to strengthen its monitoring framework, supported by an adequate data infrastructure, to ensure that credit risk reports are relevant, reliable, complete, up-to-date and provided in useful time.
- Main reports include Large Exposures, Credit Concentration, Arrears and Excess Management, Non-Performing Loans and Advances, IFRS9 amongst others.

Portfolio stress testing

- An effective portfolio stress test program is carried out periodically by the bank as it plays an important role in facilitating the development of credit risk mitigation plans.
- This stress test program is documented and the results analyzed in order to strengthen the overall credit risk management framework.

Collateral Management

- Enhancement of the collateral assessment notably a meticulous monitoring of the evolution in market price of pledged assets and goods.
- Ensure that the mortgaged property is in the name of the client.
- Mechanisms in place whereby local or international guarantee funds provide additional security for rescheduled facilities or distressed assets.

Recovery Management

- Dedicated Recovery Unit in place with clear targets and objectives.
- Establishment of a Pre-Contentieux Function within Corporate Banking.
- Clear KPIs for recovery assigned to Heads of Business and cascaded to their downstream teams.
- To be more effective in recovery and foster a better management of the NPL portfolio, a recoverability score mechanism is in place, especially for Corporate and SME NPLs. This approach allows the recovery department to adopt a proactive strategy for each segment.
- Enhancement of NPL report and dashboard to Senior Management and Board Credit Committees.

Some other specific control and mitigation measures are outlined below:

(a) Collateral

BNI employs a range of policies and practices to mitigate credit risk. The most common of these is securing collateral against disbursed funds.

The principal collateral types for loans and advances are:

- Mortgages over residential properties.
- Charges over business assets such as premises, inventory and trade receivables.
- Charges over financial instruments such as debt securities and equities.

Longer-term finance and lending to corporate entities are generally secured; revolving individual credit facilities are generally unsecured. In addition, in order to minimise the credit loss, BNI will seek additional collateral from the counterparty as soon as impairment indicators are identified for the relevant loans and advances.

Collateral held as security for financial assets other than loans and advances depends on the nature of the instrument. Debt securities, treasury bonds and bills are generally unsecured.

(b) Lending limits (for loan books)

BNI maintains strict control limits on loan books. The amount subject to credit risk is limited to expected future net cash inflows of instruments, or notional values used to express the volume of instruments outstanding. This credit risk exposure is managed as part of the overall lending limits with customers, together with potential exposures from market movements. Collateral or other security is not always obtained for credit risk exposures on these instruments, except where the Bank requires margin deposits from counterparties.

Settlement risk arises in any situation where a payment in cash, securities or equities is made in the expectation of a corresponding receipt in cash, securities or equities.

(c) Financial covenants (for credit related commitments and loan book)

The primary purpose of these instruments is to ensure that funds are available to a customer as required. Guarantees and standby letters of credit carry the same credit risk as loans.

Documentary and commercial letters of credit – which are written undertakings by BNI on behalf of a customer authorising a third party to draw drafts on the Bank up to a stipulated amount under specific terms and conditions – are collateralised by the underlying shipments of goods to which they relate and therefore carry less risk than a direct loan.

Notes to the Financial Statements (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(b) Credit risk (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

(c) Financial covenants (for credit related commitments and loan book) (Cont'd)

Commitments to extend credit represent unused portions of authorisations to extend credit in the form of loans, guarantees or letters of credit. With respect to credit risk on commitments to extend credit, BNI is potentially exposed to loss of an amount equal to the total unused commitments. However, the likely amount of loss is less than the total unused commitments, as most commitments to extend credit are contingent upon customers maintaining specific credit standards (often referred to as financial covenants).

BNI monitors the term to maturity of credit commitments because longer-term commitments generally have a greater degree of credit risk than shorter-term commitments.

(d) Collateral review policy

As part of the monitoring of credit risks, the need for continuous monitoring of the realisable value of the collateral held by the bank is important in order to ensure that there is a net realizable value to cover the outstanding amount. Thus, the need to justify the valuation of collateral is necessary:

- Upon initial disbursement.
- When renewing the customer's credit line and according to the following criteria:
  - Real estate: every 3 years.
  - Vehicles and Equipment: every year.
  - For pledged stocks: as per frequency stipulated in the credit agreement which can vary from 3 months to a year.
- Before the establishment of the pledge to ascertain the existence of stocks and to verify whether the stocks are pledged or not.
- At the first release and/or additional release via promissory notes.
- On the renewal of promissory notes (generally quarterly).

Furthermore, at the request of the Risk Department, collateral assessment and/or reassessment reviews may be carried out without considering the above criteria. In addition, the general principles of collateral assessment and reassessment are mentioned in the collateral management policy of BNI.

The maximum exposure to credit risk before collateral for the banking segment is as follows:

	2024	2023
Credit risk exposure to on-balance sheet assets:	**MUR '000**	MUR '000
Cash and cash equivalents	**9,419,674**	8,137,451
Loans and advances to customers	**25,632,609**	23,552,903
Investment in securities	**8,412,157**	5,907,011
Trade and other receivables	**787,757**	497,928
Settlement and clearing accounts	**514,039**	2,056,982
Total on balance sheet exposure	**44,766,236**	40,152,275
Credit risk exposure to off-balance sheet assets:		
Acceptances, guarantees, letter of credit and other obligations on account of customers	**6,418,016**	4,250,000
Total on and off-balance sheet exposure	**51,184,252**	44,402,275

Risk limit control and mitigation policies

The Bank also reviews its concentration risk to ensure that it is not exposed to a specific sector. The table below analyses the Bank's exposure:

	2024		2023	
	MUR '000	**Exposure**	MUR '000	Exposure
Corporate	**18,074,613**	**29%**	16,784,644	41%
Central Bank	**12,800,551**	**40%**	9,156,294	23%
Financial institution	**5,272,044**	**12%**	7,510,920	19%
Retail	**8,619,028**	**19%**	6,700,417	17%
	44,766,236		40,152,275	

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(b) Credit risk (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

Credit risk measurement

Loans and advances (including loan commitments and guarantees)

The estimation of credit exposure for risk management purposes is complex and requires the use of models, as the exposures vary with changes in market conditions, expected cash flows and the passage of time. The assessment of credit risk of a portfolio of assets entails further estimations as to the likelihood of defaults occurring, of the associated loss ratios and of default correlations between counterparties.

In measuring credit risk of loan and advances at a counterparty level, BNI considers three components: (i) the 'probability of default' (PD) by the client or counterparty on its contractual obligations; (ii) current exposures to the counterparty and its likely future development, from which the Group derives the 'exposure at default' (EAD); and (iii) the likely recovery ratio on the defaulted obligations (the 'loss given default') (LGD). The models are reviewed regularly to monitor their robustness relative to actual performance and amended as necessary to optimise their effectiveness.

This is similar to the approach used for the purposes of measuring Expected Credit Loss (ECL) under IFRS 9.

(i) Probability of default

The probability of default (PD) is the likelihood that a particular borrower will default. IFRS 9 requires a multi-period forward-looking measure of PD that depends on macroeconomic factors. In other words, the PD model must produce a term structure of point in time PDs. Using historical data, a survival model was developed to produce a through-the-cycle PD term structure, followed by an econometric regression of the PDs for calibration to a point in time term structure over 5 years.

(ii) Exposure at default

EAD is based on the amounts BNI expects to be owed at the time of default. For example, for a loan this is the face value. For a commitment, BNI includes any amount already drawn plus the further amount that may have been drawn by the time of default, should it occur. The EAD for term loans and leases is estimated by calculating the expected exposure for the next 12 months. Firstly, the expected closing balance is estimated (assuming the borrower will pay regularly up to the month under observation). Off Balance sheets items comprise of Bank Guarantee, Letter of Credit, Acceptance, Swap, Spot and Forward.

The EAD of all Off-Balance sheet items is calculated using the regulatory credit conversion factor – Contractual Cash Flow ('CCF') figure of 100%. Overdraft and credit limit have an internally derived CCF parameter of around 25% given their revolving nature. Revolving facilities include arrangements which allow the facility to be withdrawn, repaid and redrawn again in any manner and any number of times until the agreement expires.

(iii) Loss given default/loss severity

Loss given default or loss severity represents BNI's expectation of the extent of loss on a claim should default occur. It is expressed as percentage loss per unit of exposure. It typically varies by type of counterparty, type and seniority of claim and availability of collateral or other credit support.

The measurement of exposure at default and loss given default is based on the risk parameters standard under Basel II for measuring the exposure for credit risk on a portfolio basis (for example, mortgage loans).

For both LGD and PD, the Bank segmented its book based on its various segments: Retail (Civil Servants and Individuals), Corporate, SME and Institutional. Collateral was also factored in the model as it indicates a better probability of recovery.

Based on a historical measurement, the bank adopted a calculated LGD for the Retail (Civil Servants and Individuals) and SME segments. To appropriately reflect the economic value of the amounts recovered, especially with regards to the recovery time after the contract breach, the use of the present value notion has been integrated into the computation. A discounting factor has been applied to derive the present value of the recovered amount. Therefore, the LGD rate is calculated as follows:

LGD (%) = 1- (Present value of recovered amount/Outstanding)

Note:

*Present value of recovered amount = (Adjusted outstanding – Write-off – Recovery fees + Write-off recuperation) * Discounting factor*

Discounting factor = 1/(1+discount rate)^n

BNI used the Average Interest Rate as Discount rate, which represents portfolio yield rate by segment.

n: number of years between the date of contract breach and the date the file is closed.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(b) Credit risk (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

(iii) Loss given default/loss severity (Cont'd)

For the Corporate, Mid-Cap and Institutional segments, LGD estimates were referenced from the Moody's Default and Recovery Database given availability of recovery rates at a sectoral level. A sector mapping process was performed between internal and Moody's sectoral classification.

BNI is committed to a continuous improvement process to understand the IFRS 9 mechanics and build a system that fully reflects the reality of the counterparty risk carried by its activities. The ECL parameters mentioned above, whose importance have been recognized, are complex components that must be based on a history of reliable and representative data together with rationalized management rules. Lack of data has been a limiting factor for the Bank, however BNI is committed to eliminate or mitigate all limiting factors with a view to incorporate additional forward-looking adjustments within the ECL parameters as and when feasible.

The table below represents an analysis of BNI's assets as at 30 June 2024 and 2023:

	AAA	BBB/BB	CC/C/D	Unrated	Total
	MUR'000	MUR'000	MUR'000	MUR'000	MUR'000
2024					
Credit rating					
Loans and advances to customers	**1,319,197**	**15,097,666**	**595,608**	**8,620,138**	**25,632,609**
Investment in securities	**-**	**-**	**-**	**8,412,157**	**8,412,157**
Cash and cash equivalent	**-**	**4,380,885**	**-**	**5,038,789**	**9,419,674**
Trade and other receivables	**27**	**10,754**	**2,083**	**774,893**	**787,757**
Settlement and clearing accounts	**37**	**152,847**	**59,031**	**302,124**	**514,039**
	1,319,261	**19,642,152**	**656,722**	**23,148,101**	**44,766,236**
Off balance sheet exposure	**929,404**	**5,186,114**	**52,028**	**250,470**	**6,418,016**
Total on and off-balance sheet	**2,248,665**	**24,828,266**	**708,750**	**23,398,571**	**51,184,252**
2023					
Credit rating					
Loans and advances to customers	514,118	12,961,391	3,185,130	6,892,264	23,552,903
Investment in securities	-	-	-	5,907,011	5,907,011
Cash and cash equivalent	-	3,536,194	-	4,601,257	8,137,451
Trade and other receivables	5	22,933	413	474,577	497,928
Settlement and clearing accounts	13,687	326,987	63,253	1,653,055	2,056,982
	527,810	16,847,505	3,248,796	19,528,164	40,152,275
Off balance sheet exposure	1,596,591	2,227,500	3,440	422,469	4,250,000
Total on and off-balance sheet	2,124,401	19,075,005	3,252,236	19,950,633	44,402,275

Expected credit loss measurement (ECL)

The IFRS 9 impairment model requires the recognition of impairment provisions based on expected credit losses (ECL) rather than only incurred credit losses. It applies to financial assets classified at amortised cost, debt instruments measured at FVOCI, lease receivables, loan commitments and certain financial guarantee contracts.

IFRS 9 outlines a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- A financial instrument that is not credit-impaired on initial recognition is classified in 'stage 1' and has its credit risk continuously monitored by the Bank.
- If a significant increase in credit risk (SICR) since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit impaired. Refer to the next page for a description of how the Bank determines when a significant increase in credit risk has occurred.
- If the financial instrument is credit-impaired, the financial instrument is then moved to 'stage 3'. The definition of default and credit-impaired asset has been provided in the next section.
- Financial instruments in stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events within the next 12 months. Instruments in stages 2/3 have their ECL measured on expected credit losses on a lifetime basis. Refer to the next section for a description of inputs, assumptions and estimation techniques used in measuring ECL.
- A pervasive concept in measuring ECL in accordance with IFRS 9 is that it should consider forward-looking information.
- Purchased or originated credit-impaired financial assets are those financial assets that are credit-impaired on initial recognition. Their ECL is always measured on a lifetime basis (stage 3). Currently the Bank does not have any purchased or originated credit-impaired financial assets on its books.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(b) Credit risk (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

Expected credit loss measurement (ECL) (Cont'd)

For expected credit loss provisions modelled on a collective basis, a grouping of exposures is performed on the basis of shared credit risk characteristics, such that risk exposures within a group are homogeneous. During the financial year, an extensive exercise was performed to identify homogeneous risk segments by leveraging on key quantitative metrics based on available data. The Bank's groupings are mainly based on lines of business (LOB), sub-segment and type of product.

The following diagram summarizes the impairment requirements under IFRS 9 (other than purchased or originated credit impaired financial assets):

Change in credit quality initial recognition

Stage 1	Stage 2	Stage 3
(Initial recognition)	(Significant increase in credit risk since initial recognition)	(Credit-impaired assets)
12-month expected credit losses	Lifetime expected credit losses	Lifetime expected credit losses

The key judgements and assumptions adopted by the Bank in addressing the requirements of the standard are discussed below:

Significant increase in credit risk (SICR)

The Bank considers a financial instrument to have experienced a significant increase in credit risk when one or more of the following qualitative or backstop criteria have been met.

Qualitative criteria

For Retail portfolios, if the borrower meets one or more of the following criteria:

- Short-term forbearance
- Direct debit cancellation
- Extension to the terms granted

For Corporate and Investment portfolios, if the borrower is on the Watchlist and/or the instrument meets one or more of the following criteria:

- Significant increase in credit spread
- Significant adverse changes in business, financial and/or economic conditions in which the borrower operates
- Actual or expected forbearance or restructuring
- Actual or expected significant adverse change in operating results of the borrower
- Significant change in collateral value (secured facilities only) which is expected to increase risk of default
- Early sign of cashflow/liquidity problems such as delay in servicing of trade creditors/loans

The assessment of SICR is performed on a quarterly basis at a portfolio level for all retail financial instruments held by the Bank. In addition to Corporate and Investment Financial Instruments, where a watchlist is used to monitor credit risk, this assessment is performed at the counterparty level on a quarterly basis. The criteria used to identify SICR are monitored and reviewed periodically for appropriateness by the independent Credit Risk team.

A backstop is applied and the financial instrument considered to have experienced a significant increase in credit risk if the borrower is more than 30 days past due on its contractual payments.

Definition of default and credit-impaired assets

The Bank defines a financial instrument as in default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

Quantitative criteria

The borrower is more than 90 days past due on its contractual payments.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(b) Credit risk (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

Qualitative criteria

The borrower meets unlikeliness to pay criteria which indicates the borrower is in significant financial difficulty. These are instances where:

- The borrower is in long-term forbearance
- The borrower is deceased
- The borrower is insolvent
- The borrower is in breach of financial covenant(s)
- An active market for that financial asset has disappeared because of financial difficulties
- Concessions have been made by the lender relating to the borrower's financial difficulty
- It is becoming probable than the borrower will enter bankruptcy
- Financial assets are purchased or originated at a deep discount that reflects the incurred credit losses

The criteria above have been applied to all financial instruments held by the Bank and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to model the Probability of Default (PD), Exposure at Default (EAD) and Loss Given Default (LGD) throughout the Bank expected loss calculations.

In case of debt restructuring, the asset is considered to be no longer in default (i.e., to have cured) when: (a) down payment of 10% of outstanding debts is made before the restructuring takes place or (b) there is no default after a cooling period of six months.

Measuring ECL- Explanation of inputs, assumptions and estimation techniques

The Expected Credit Loss (ECL) is measured on either a 12-month (12M) or Lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. Expected credit losses are discounted product of the Probability of Default (PD), Exposure at Default (EAD) and Loss Given Default (LGD), defined as follows:

- The PD represents the likelihood of a borrower defaulting on its financial obligation (as per 'Definition of default and credit-impaired' above), either over the next 12 months (12M PD), or over the remaining lifetime (Lifetime PD) of the obligation.
- EAD is based on the amounts the Bank expects to be owed at the time of default, over the next 12 months (12M PD), or over the remaining lifetime (Lifetime EAD). For example, for a revolving commitment, the Bank includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.
- Loss Given Default (LGD) represents the Bank expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and seniority of claim and availability of collateral or other credit support.
- LGD is expressed as a percentage loss per unit of exposure at the time of default (EAD). LGD is an estimate of loss from a transaction, given that a default occurs. It is computed as the loss amount which equals the write-offs, recovery costs, finance fees as a proportion of the exposure at the time of default.

The ECL is determined by projecting the PD, LGD and EAD for each future year and for each individual exposure or collective segment. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month). This effectively calculates an ECL for each future year, which is then discounted back to the reporting date and summed. The discount rate used in the ECL calculation is the contractual interest rate.

The 12-month and lifetime EADs are determined based on the expected payment profile, which varies by line of business:

- For amortizing products and bullet repayment loans, this is based on the contractual repayments owned by the borrower over a 12M or lifetime basis. This will be adjusted for any expected overpayments made by a borrower.
- For revolving products, the exposure at default is predicted by considering the current drawn balance and the expected drawdown. A credit conversion factor (CCF) is used to calculate the expected drawdown and is currently an internally derived parameter based on historical default events for revolving products.

LGD factors are determined based on the factors such as recoveries, customer type and secured/unsecured status.

The lifetime PD is computed using the survival analysis method. Using historical data, a survival model was developed to produce a through-the-cycle PD term structure for each portfolio, followed by a regression model of the PDs for calibration to a point in time term structure.

The assumptions under the ECL calculation such as how the maturity profile of the PDs and how collateral value change are monitored and reviewed on a quarterly basis. During the financial year, the ECL parameters have been recalibrated using relevant estimation techniques and assumptions.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(b) Credit risk (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

Forward-looking information incorporated in the ECL models

The calculation of ECL incorporates forward-looking information in the PD model. Based on the identified homogenous risk segments, a long run average default rate is calculated based on actual default experience. Subsequently, a PD Term Structure is generated by multiplying derived forward-looking scalars to the long run average default rate. This exercise is performed for the different line of business.

During the financial year, the Bank has developed several regression models which are used in the derivation of the forward-looking scalars. The regression models leverage on macroeconomic variables which are specific to Madagascar. The selected macroeconomic variables are inflation, volume of imports, Gross Domestic Product and Total Investment. The forward-looking scalar is derived using the economic forecasts of the selected macroeconomic variables.

The macroeconomic variables are sourced from International Monetary Fund ("IMF") based on the latest available economic outlook. The economic outlook is updated bi-annually. Forecasts obtained from IMF are considered as baseline projections. Three economic scenarios are being considered namely upturn, baseline and downturn. A standard deviation approach was used to arrive at estimates for upturn and downturn scenarios.

For the respective line of business, forward-looking PDs are derived using outputs obtained from the regression models. The PDs projections are computed for the different economic scenarios. A weighted average forward-looking PD is then derived using weights assigned to the respective economic scenarios. Finally, a forward-looking scalar is derived by dividing the weighted average forward-looking PD to the long run average default rate.

As with any economic forecasts, the projections and likelihoods of occurrence are subject to a high degree of inherent uncertainty and therefore the actual outcomes may differ, however the Bank is committed in strengthening the model validation process to monitor actual and expected default events in order to avoid volatility in the ECL numbers.

Economic forecasts are provided in the table below. For ease of presenting, yearly forecasts are provided (whereas the model uses interpolated estimates).

		2024	2025	2026	2027	2028
Inflation Index	Base Case	180.39	193.79	207.41	221.09	234.68
	Upside Case	148.16	161.57	175.19	188.86	202.46
	Downside Case	212.61	226.02	239.64	253.31	266.90
Volume of Imports	Base Case	95.93	107.16	117.92	126.67	137.48
	Upside Case	83.48	94.71	105.47	114.23	125.03
	Downside Case	108.37	119.61	130.36	139.12	149.93
Gross Domestic Product	Base Case	538.18	569.80	596.18	625.03	665.64
	Upside Case	580.48	612.11	638.48	667.33	707.94
	Downside Case	495.87	527.50	553.88	582.72	623.34
Total Investment	Base Case	23.05	23.59	23.16	23.32	23.30
	Upside Case	28.46	29.01	28.57	28.73	28.72
	Downside Case	17.63	18.18	17.74	17.90	17.89

Sensitivity analysis

The relationship between historical default rates and the selected macroeconomic variables were substantiated using correlation as a measure. It is however important to note that the selection of macroeconomic variables is also dependent on the expected intuitive relationship with default rates for e.g., as Gross Domestic Product increases, we expect default rates to decrease given economic improvement within the country.

Set out below is a sensitivity analysis performed at product type level, whereby the forward-looking scalar was increased and decreased by 10%. This provides an indication of the ECL numbers in the event where the forward-looking scalar is misstated.

Line of Business	Change in ECL (+10%)	Change in ECL (-10%)
	(MUR'000)	(MUR'000)
Retail Credit	11,370	(11,373)
Corporate Credit	12,112	(12,120)
Leasing	635	(636)
Authorization (Temporary Limits)	691	(695)
Limits (Overdrafts & Discounting)	834	(835)

Maximum exposure to credit risk- Financial instruments subject to impairment

The following table contains an analysis of the credit risk exposure of financial instruments for which an ECL allowance is recognised.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(b) Credit risk (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

The gross carrying amount of financial assets overleaf also represents the Bank's maximum exposure to credit risk on these assets:

Loans & advances to customers at amortised cost

	30-Jun-24			
	Stage 1	Stage 2	Stage 3	Total
	MUR'000	MUR'000	MUR'000	MUR'000
Performing	23,678,895	-	-	23,678,895
Special Mention	-	1,575,925	-	1,575,925
Sub-Standard	-	-	2,568,859	2,568,859
Gross carrying amount	23,678,895	1,575,925	2,568,859	27,823,679
Loss Allowance	(263,135)	(34,806)	(1,893,129)	(2,191,070)
Carrying amount	23,415,760	1,541,119	675,730	25,632,609

	30-Jun-23			
	Stage 1	Stage 2	Stage 3	Total
	MUR'000	MUR'000	MUR'000	MUR'000
Performing	19,199,560	-	-	19,199,560
Special Mention	-	3,934,062	-	3,934,062
Sub-Standard	-	-	2,382,066	2,382,066
Gross carrying amount	19,199,560	3,934,062	2,382,066	25,515,688
Loss Allowance	(238,244)	(37,599)	(1,686,942)	(1,962,785)
Carrying amount	18,961,316	3,896,463	695,124	23,552,903

Investment securities at amortised cost

	30-Jun-24			
	Stage 1	Stage 2	Stage 3	Total
	MUR'000	MUR'000	MUR'000	MUR'000
Performing	8,426,287	-	-	8,426,287
Gross carrying amount	8,426,287	-	-	8,426,287
Loss allowance	(14,130)	-	-	(14,130)
Carrying amount	8,412,157	-	-	8,412,157

	30-Jun-23			
	Stage 1	Stage 2	Stage 3	Total
	MUR'000	MUR'000	MUR'000	MUR'000
Performing	5,917,356	-	-	5,917,356
Gross carrying amount	5,917,356	-	-	5,917,356
Loss allowance	(10,345)	-	-	(10,345)
Carrying amount	5,907,011	-	-	5,907,011

Cash & Cash Equivalents at amortised cost

	30-Jun-24			
	Stage 1	Stage 2	Stage 3	Total
	MUR'000	MUR'000	MUR'000	MUR'000
Performing	9,428,150	-	-	9,428,150
Gross carrying amount	9,428,150	-	-	9,428,150
Loss Allowance	(8,476)	-	-	(8,476)
Carrying amount	9,419,674	-	-	9,419,674

	30-Jun-23			
	Stage 1	Stage 2	Stage 3	Total
	MUR'000	MUR'000	MUR'000	MUR'000
Performing	8,144,959	-	-	8,144,959
Gross carrying amount	8,144,959	-	-	8,144,959
Loss Allowance	(7,508)	-	-	(7,508)
Carrying amount	8,137,451	-	-	8,137,451

Trade & Other Receivables at amortised cost

	30-Jun-24			
	Stage 1	Stage 2	Stage 3	Total
	MUR'000	MUR'000	MUR'000	MUR'000
Performing	759,606	-	-	759,606
Special Mention	-	28,974	-	28,974
Gross carrying amount	759,606	28,974	-	788,580
Loss Allowance	-	(823)	-	(823)
Carrying amount	759,606	28,151	-	787,757

	30-Jun-23			
	Stage 1	Stage 2	Stage 3	Total
	MUR'000	MUR'000	MUR'000	MUR'000
Performing	497,131	-	-	497,131
Special Mention	-	483	-	483
Sub-Standard	-	-	1,111	1,111
Gross carrying amount	497,131	483	1,111	498,725
Loss Allowance	-	-	(797)	(797)
Carrying amount	497,131	483	314	497,928

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(b) Credit risk (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

Off-Balance Sheet items

Financial guarantees	30-Jun-24 Stage 1	Stage 2	Stage 3	Total
	MUR'000	MUR'000	MUR'000	MUR'000
Performing	6,334,467	-	-	6,334,467
Special Mention	-	108,898	-	108,898
Sub-Standard	-	-	14,745	14,745
Gross carrying amount	6,334,467	108,898	14,745	6,458,110
Loss allowance	34,467	1,527	4,100	40,094
Carrying amount	6,300,000	107,371	10,645	6,418,016

Financial guarantees	30-Jun-23 Stage 1	Stage 2	Stage 3	Total
	MUR'000	MUR'000	MUR'000	MUR'000
Performing	4,153,554	-	-	4,153,554
Special Mention	-	117,196	-	117,196
Sub-Standard	-	-	9,915	9,915
Gross carrying amount	4,153,554	117,196	9,915	4,280,665
Loss allowance	(22,454)	(2,311)	(5,900)	(30,665)
Carrying amount	4,131,100	114,885	4,015	4,250,000

BNI closely monitors collateral held for financial assets considered to be credit-impaired, as it becomes more likely that the Bank will take possession of collateral to mitigate potential credit losses. The following tables set out the credit quality of exposures measured against the expected credit losses with the carrying value and the related collateral held in order to mitigate potential losses are shown below:

30-Jun-24	Gross Exposure MUR '000				Expected Credit Losses MUR '000				Carrying Amount MUR '000				Fair value of collateral held MUR'000
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total	
Corporate Banking	16,195,546	1,255,749	1,353,102	18,804,397	(92,250)	(21,175)	(955,704)	(1,069,129)	16,103,296	1,234,574	397,398	17,735,268	249,663,456
Institutionals	146,724	-	9,995	156,719	(448)	-	(7,718)	(8,166)	146,276	-	2,277	148,553	754,327
Mid-Cap	2,010,875	378,805	783,214	3,172,894	(42,521)	(14,936)	(523,355)	(580,812)	1,968,354	363,869	259,859	2,592,082	118,010,659
Tier 1 Corporates	14,037,947	876,944	559,893	15,474,784	(49,281)	(6,239)	(424,631)	(480,151)	13,988,666	870,705	135,262	14,994,633	130,898,470
Retail Banking	6,302,361	167,147	752,615	7,222,123	(109,960)	(5,718)	(558,561)	(674,239)	6,192,401	161,429	194,054	6,547,884	1,001,275
Civil Servants	4,090,183	97,083	131,539	4,318,805	(15,924)	(870)	(57,840)	(74,634)	4,074,259	96,213	73,699	4,244,171	468,697
Other Individuals	2,212,178	70,064	621,076	2,903,318	(94,036)	(4,848)	(500,721)	(599,605)	2,118,142	65,216	120,355	2,303,713	532,578
SME Banking	1,180,988	153,029	463,142	1,797,159	(60,925)	(7,913)	(378,864)	(447,702)	1,120,063	145,116	84,278	1,349,457	7,482,526
Total	23,678,895	1,575,925	2,568,859	27,823,679	(263,135)	(34,806)	(1,893,129)	(2,191,070)	23,415,760	1,541,119	675,730	25,632,609	258,147,257

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(b) Credit risk (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

30-Jun-23	Gross Exposure				Expected Credit Losses				Carrying Amount				Fair value of collateral held
	MUR '000				MUR '000				MUR '000				MUR'000
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total	
Corporate Banking	12,862,860	3,755,538	1,310,122	17,928,520	(69,741)	(27,097)	(872,009)	(968,847)	12,793,119	3,728,441	438,113	16,959,673	179,216,550
Institutionals	75,089	4	9,376	84,469	(263)	-	(7,444)	(7,707)	74,826	4	1,932	76,762	117,116
Mid-Cap	1,658,665	2,836,908	761,770	5,257,343	(29,599)	(20,236)	(480,941)	(530,776)	1,629,066	2,816,672	280,829	4,726,567	96,078,357
Tier 1 Corporates	11,129,106	918,626	538,976	12,586,708	(39,879)	(6,861)	(383,624)	(430,364)	11,089,227	911,765	155,352	12,156,344	83,021,077
Retail Banking	5,267,106	95,840	668,655	6,031,601	(116,842)	(5,094)	(471,128)	(593,064)	5,150,264	90,746	197,525	5,438,535	2,624,363
Civil Servants	3,064,429	36,880	208,482	3,309,791	(14,909)	(326)	(101,984)	(117,219)	3,049,520	36,554	106,498	3,192,572	139,014
Other Individuals	2,202,677	58,960	460,173	2,721,810	(101,933)	(4,768)	(369,144)	(475,845)	2,100,744	54,192	91,027	2,245,963	2,485,349
SME Banking	1,069,594	82,684	403,290	1,555,568	(51,661)	(5,408)	(343,804)	(400,873)	1,017,933	77,276	59,486	1,154,695	6,804,300
Total	19,199,560	3,934,062	2,382,067	25,515,689	(238,244)	(37,599)	(1,686,941)	(1,962,784)	18,961,316	3,896,463	695,124	23,552,903	188,645,213

Loss allowance

The loss allowance recognised in the period is impacted by a variety of factors, as described below:

- Additional allowances for new financial instruments recognised during the period, as well as releases for financial instruments derecognised in the period.
- Impact on the measurement of ECL due to changes in PDs, EADs and LGDs in the period, arising from regular refreshing of inputs to models.
- Impacts on the measurement of ECL due to changes made to models and assumption.
- Financial assets derecognised during the period

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(b) Credit risk (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

Analysis of changes in ECL on loans and Advances to Customers

	Stage 1	Stage 2	Stage 3	Total
	MUR '000	MUR '000	MUR '000	MUR '000
Loss allowance as at 1 July 2023	**238,244**	**37,599**	**1,686,942**	**1,962,785**
New financial assets originated/purchased/(derecognised)	**(7,613)**	**2,765**	**117,104**	**112,256**
Changes to PDs/LGDs/EADs	**(31,136)**	**(7,101)**	**56,971**	**18,734**
Transfer to Stage 1	**65,303**	**(9,310)**	**(55,993)**	**-**
Transfer to Stage 2	**(6,735)**	**12,004**	**(5,269)**	**-**
Transfer to Stage 3	**(6,625)**	**(2,688)**	**9,313**	**-**
Foreign exchange movements	**11,697**	**1,537**	**84,061**	**97,295**
Loss allowance as at 30 June 2024	**263,135**	**34,806**	**1,893,129**	**2,191,070**

	Stage 1	Stage 2	Stage 3	Total
	MUR '000	MUR '000	MUR '000	MUR '000
Loss allowance as at 1 July 2022	264,700	68,302	1,511,122	1,844,124
New financial assets originated/purchased/(derecognised)	7,500	16,486	284,112	308,098
Changes to PDs/LGDs/EADs	(17,560)	(26,812)	16,493	(27,879)
Transfer to Stage 1	15,088	(11,169)	(3,919)	-
Transfer to Stage 2	(5,117)	16,043	(10,926)	-
Transfer to Stage 3	(4,899)	(20,657)	25,556	-
Foreign exchange movements	(21,468)	(4,594)	(135,496)	(161,558)
Loss allowance as at 30 June 2023	238,244	37,599	1,686,942	1,962,785

Reconciliation of Gross Carrying Amount

	Stage 1	Stage 2	Stage 3	Total
30-Jun-24	MUR '000	MUR '000	MUR '000	MUR '000
Opening balance	**19,199,560**	**3,934,062**	**2,382,066**	**25,515,688**
New financial assets originated/purchased/(derecognised)	**2,956,029**	**(1,686,945)**	**(197,224)**	**1,071,860**
Transfer to Stage 1	**1,043,346**	**(936,529)**	**(106,817)**	**-**
Transfer to Stage 2	**(364,676)**	**376,518**	**(11,842)**	**-**
Transfer to Stage 3	**(205,676)**	**(183,659)**	**389,335**	**-**
Foreign exchange movement	**1,050,312**	**72,478**	**113,341**	**1,236,131**
Closing gross carrying amount	**23,678,895**	**1,575,925**	**2,568,859**	**27,823,679**

	Stage 1	Stage 2	Stage 3	Total
30-Jun-23	MUR'000	MUR'000	MUR'000	MUR'000
Opening balance	20,708,310	1,745,740	3,671,731	26,125,781
New financial assets originated/purchased/(derecognised)	372,206	2,815,689	(1,599,932)	1,587,963
Transfer to Stage 1	319,816	(309,323)	(10,493)	-
Transfer to Stage 2	(335,170)	362,951	(27,781)	-
Transfer to Stage 3	(163,937)	(445,839)	609,776	-
Foreign exchange movement	(1,701,665)	(235,156)	(261,235)	(2,198,056)
Closing gross carrying amount	19,199,560	3,934,062	2,382,066	25,515,688

Concentrations of credit risk

BNI monitors concentrations of credit risk by sector and by geographic location. An analysis of concentrations of credit risk from loans and advances, loan commitments, financial guarantees, export documentary remittances and investment securities are shown below:

Carrying amount

Amount committed/guaranteed	2024	2023
(i) Concentration by sector	MUR'000	MUR'000
Government	**8,412,157**	9,156,294
Bank	**10,500,137**	7,279,119
Retail - Mortgages	**347,367**	361,299
Retail - Unsecured	**6,302,698**	6,416,257
Corporate – Real estate	**1,685,005**	1,292,098
Corporate – Others	**23,936,888**	19,897,208
Total	**51,184,252**	44,402,275
(ii) Concentration by location		
Africa	**49,231,380**	43,211,258
Europe	**1,820,114**	1,029,095
North America	**-**	128
Asia	**132,758**	161,794
Total	**51,184,252**	44,402,275

Notes to the Financial Statements (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

(c) Liquidity risk

Liquidity risk is the risk that the Bank is unable to meet its obligations as a result of customer deposits being withdrawn, cash requirements from contractual commitments, corporate payments (tax, dividends, etc), client lending, trading activities and investments. The Bank's liquidity management process is monitored carried out by its Assets and Liabilities Committee (ALCO).

Shortage of liquidity could potentially lead to the inability to meet the regulatory requirement of the 'Reserve Obligatoire' (RO)/Cash Reserve Ratio. RO requires the maintenance of a minimum monthly average balance (based on daily closing balances) in BNI's settlement account at the Central Bank of Madagascar.

This minimum requirement is determined for each current month as 9% of the last month total of individual and corporate customers' deposits in both MGA and foreign currency.

The risk that the Bank will be unable to comply is inherent in all banking operations and can be affected by a range of commercial-specific events – such as aggressive campaigns on deposits collection by the competition, or aggressive disbursements of loans granted or market-wide events like cycles related to the agricultural sector (vanilla, cloves, etc.) or seasonality.

Liquidity Risk management process

The Bank's liquidity management process is carried out within the bank by the Finance department and governed by the monthly ALCO. There is an operational daily process with an end-of-day report, issued by the dealing room, summarising the various updated indicators and proposing the next day actions and an updated forecast of the month-end.

There is a daily calculation of the internal "availability ratio" which is the remaining amount of bills available for repo against the deposit base). The objective is to keep a treasury bill stock in excess of 9% of the depositor base.

Points covered in the monthly ALCO include but are not limited to the following:

- Review of market liquidity
- Evolution of the total balances above RO
- Central Bank of Madagascar feedback and perspectives
- Central Bank of Madagascar feedback of short-term and mid-term interventions (lending / borrowing) and issuances of treasury bills
- Review of treasury flows, commercial flows, loans/deposits projections
- Borrowings/placements tactics

The available sources of funding for the bank consist of:

- Cash and balance with central bank (to note the full balance is available as long as the monthly average balance exceeds the monthly level of RO)
- Balances on nostro accounts.
- Interbank borrowings from other primary banks.
- Government bonds that are liquid and readily acceptable in repurchase agreements with central bank on an overnight basis.
- Central Bank of Madagascar liquidity injection at its discretion to adjust the market liquidity in case of market shortfall.

The liquidity management objective is to meet the minimum required balance at the Central Bank of Madagascar account at any point in time to comply with RO but also to avoid unproductive excesses.

In case of projected shortage, BNI uses interbank borrowing and government treasury bills for repurchase transactions.

The utilisation of the funding sources is reported daily and reviewed by ALCO.

The maturity gap report provides for the inflows and outflows in different maturity buckets as defined by the Central Bank of Madagascar, according to the expected timing of cash flows.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

(c) Liquidity risk (Cont'd)

BNI Madagascar SA Liquidity analysis

The table below analyses the Bank's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date on an undiscounted basis.

	< 3 months	3-6 months	6-12 months	1-3 years	> 3 years	No- fixed maturity	Total
2024	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
Assets							
Trade and other receivables	-	-	-	-	-	787,757	787,757
Loans and advances to customers	6,335,364	1,509,751	1,485,658	6,944,770	18,462,109	9,510	34,747,162
Other Financial Assets	-	-	-	-	-	21,202	21,202
Investment securities	186,164	429,685	1,431,153	7,576,635	472,108	-	10,095,745
Settlement and clearing accounts	-	-	-	-	-	514,039	514,039
Cash and cash equivalents	8,344,937	-	1,148,365	-	-	-	9,493,302
	14,866,465	1,939,436	4,065,176	14,521,405	18,934,217	1,332,508	55,659,207
Liabilities							
Deposits from customers	29,527,872	2,551,113	1,299,709	28,662	16,398	1,376,715	34,800,469
Borrowings	3,598,086	-	-	-	809,078	-	4,407,164
Trade and other payables	2,284,403	9,849	-	-	13,056	777,937	3,085,245
Settlement and clearing accounts	-	-	-	-	-	513,514	513,514
Lease liabilities	6,607	10,169	18,593	42,255	65	-	77,689
Provision for other liabilities and charges	58,034	-	-	-	-	26,616	84,650
	35,475,002	2,571,131	1,318,302	70,917	838,597	2,694,782	42,968,731
On balance sheet liquidity gap	(20,608,537)	(631,695)	2,746,874	14,450,488	18,095,620	(1,362,274)	12,690,476
Off balance sheet commitment	3,750,181	1,005,060	758,303	829,803	88,685	-	6,432,032
Net liquidity gap	(16,858,356)	373,365	3,505,177	15,280,291	18,184,305	(1,362,274)	19,122,508

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

(c) Liquidity risk (Cont'd)

	< 3 months	3-6 months	6-12 months	1-3 years	> 3 years	No-fixed maturity	Total
2023	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
Assets							
Trade and other receivables	-	-	-	-	-	497,928	497,928
Loans and advances to customers	7,541,149	1,276,235	1,636,292	3,811,331	9,868,416	2,202,442	26,335,865
Other Financial Assets	-	-	-	-	-	15,940	15,940
Investment securities	696,846	359,627	2,171,125	3,597,942	-	-	6,825,540
Export documentary remittances	-	-	-	-	-	2,056,982	2,056,982
Cash and cash equivalents	8,139,248	2,937	83,360	541	-	-	8,226,086
	16,377,243	1,638,799	3,890,777	7,409,814	9,868,416	4,773,292	43,958,341
Liabilities							
Deposits from customers	28,537,308	1,039,070	1,215,158	67,270	16,446	1,000,536	31,875,788
Borrowings	1,617,329	-	-	-	612,655	-	2,229,984
Trade and other payables	8,483	8,587	16,792	101,677	19,018	2,176,683	2,331,240
Export documentary remittances	-	-	-	-	-	2,056,502	2,056,502
Lease liabilities	3,762	8,431	15,111	36,001	2,211	-	65,516
Provision for other liabilities and charges	52,699	-	-	-	-	25,432	78,131
	30,219,581	1,056,088	1,247,061	204,948	650,330	5,259,153	38,637,161
On balance sheet liquidity gap	(13,842,338)	582,711	2,643,716	7,204,866	9,218,086	(485,861)	5,321,180
Off balance sheet commitment	2,244,716	737,529	1,154,449	86,182	33,592	-	4,256,468
Net liquidity gap	(11,597,622)	1,320,240	3,798,165	7,291,048	9,251,678	(485,861)	9,577,648

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

(c) Liquidity risk (Cont'd)

Non-banking specific segment

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. The Group and the Company aim at maintaining flexibility in funding by keeping reliable credit lines available. The Directors monitor rolling forecasts of the Group's liquidity reserve on the basis of expected cash flow.

The table below analyses the non-derivative financial liabilities of the Group; excluding BNI, and the Company into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date.

	Less than 3 months	Between 3 months and 1 year	Greater than 1 year	Total
	MUR '000	MUR '000	MUR '000	MUR '000
THE GROUP				
At 30 June 2024				
Borrowings	**5,479,411**	**1,881,524**	**6,672,621**	**14,033,556**
Trade and other payables	**2,318,394**	**1,569,648**	**925,067**	**4,813,109**
Provision and other liabilities	**79,145**	**1,288**	**87,572**	**168,005**
Lease liabilities	**845,646**	**1,816,537**	**7,340,409**	**10,002,592**
	8,722,596	**5,268,997**	**15,025,669**	**29,017,262**
THE GROUP				
At 30 June 2023				
Borrowings	3,930,848	2,040,221	11,172,514	17,143,583
Trade and other payables	4,169,510	2,268,001	-	6,437,511
Provision and other liabilities	16,325	3,175	20,940	40,440
Lease liabilities	37,564	112,692	8,215,131	8,365,387
	8,154,247	4,424,089	19,408,585	31,986,921

	Less than 3 months	Between 3 months and 1 year	Greater than 1 year	Total
	MUR '000	MUR '000	MUR '000	MUR '000
THE COMPANY				
At 30 June 2024				
Borrowings	**340,912**	**-**	**3,247,535**	**3,588,447**
Trade and other payables	**26,752**	**-**	**-**	**26,752**
	367,664	-	**3,247,535**	**3,615,199**
THE COMPANY				
At 30 June 2023				
Borrowings	326,822	-	3,356,013	3,682,835
Trade and other payables	20,174	-	-	20,174
	346,996	-	3,356,013	3,703,009

(d) Market Risk

Market risk arises from activities undertaken in or impacted by financial markets generally. This includes gain or loss arising from the movement in market price of a financial asset or liability as well as ancillary risks such as liquidity and funding risk.

The Bank is exposed to market risk, which is the risk that the fair value or future cash flows of a financial fluctuate because of changes in market prices. Market risk arises from open positions in interest rates, currency and equity products, all of which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices such as interest rates, foreign exchange rates and equity prices. The Bank separates exposure to market risk into either trading or non-trading portfolios.

The market risk arising from trading and non-trading activities are concentrated in the Bank's Treasury teams. Regular reports are submitted to the management and the Board of Directors. The Board approves the risk appetite, policymaking and prudential limits within which the operations are to be carried out. Compliance with the strategy, policies and prudential limits is monitored by ALCO and the Risk committee. Management monitors adherence to the limits daily, which facilitates risk management.

Non-trading portfolios primarily arise from the interest rate management of the Bank's commercial banking assets and liabilities.

The cash surplus is placed either:

(i) Through investment in treasury bonds or on the local money market for local currency; or

(ii) On the international money market for foreign currencies.

All foreign currencies are transacted on the foreign exchange interbank market while the purchases and sales are carried out in cash through both balances held over accounts or notes.

(i) Interest rate risk

Banking specific segment

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. The Group takes on exposure to the effects of fluctuations in the prevailing levels of market interest rates on both its fair value and cash flow risks. Interest margins may increase as a result of such changes but may induce losses in the event that unexpected movements arise.

Interest rate risk – BNI Madagascar SA

The Board sets limits on the level of mismatch of interest rate repricing and value at risk that may be undertaken, which is monitored daily by BNI Management via its Assets & Liabilities Committee (ALCO).

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(ii) Banking specific segment – BNI Madagascar SA ("BNI") (Cont'd)

(d) Market risk (Cont'd)

(i) Interest rate risk (Cont'd)

Treasury Bonds

Treasury Bonds are held until maturity. They are valued at cost and bear a fixed interest rate. Following local applicable rules in Madagascar, the bonds are not revalued at market price.

Interbank placements are undertaken at a fixed interest rate.

Client transaction

BNI has both fixed interest rate and floating rate deposits and loans. BNI's corporate credit book is primarily at a variable rate indexed to the PLR while the retail term credit is at a fixed rate in line with in-country market practices. Term deposits are raised at a fixed rate.

The deposit and lending rates are discussed and reviewed during monthly ALCO meetings factoring the liquidity of the Bank, deposit/lending pipeline as well as prevailing market conditions.

The table below summarises the Bank's non-trading book fair value exposure to interest rate risks. It includes the Group`s financial instruments at carrying value categorised by the earlier of contractual maturity and date of repricing.

The interest sensitivity of assets and liabilities for the Bank is as follows:

	< 3 months	3-6 months	6-12 months	1-3 years	> 3 years	Non-Interest Bearing	Total
2024	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
Assets							
Cash and cash equivalents	8,334,152	-	1,085,522	-	-	-	**9,419,674**
Investment securities	170,977	426,133	1,367,111	6,108,973	338,963	-	**8,412,157**
Loans and advances to customers	6,225,717	1,402,042	1,221,498	5,444,284	11,329,558	9,510	**25,632,609**
Other Financial Assets	-	-	-	-	-	21,202	**21,202**
Trade and other receivables	-	-	-	-	-	787,757	**787,757**
Export documentary remittances	-	-	-	-	-	514,039	514,039
	14,730,846	**1,828,175**	**3,674,131**	**11,553,257**	**11,668,521**	**1,332,508**	**44,787,438**
Liabilities							
Deposits from customers	(29,494,908)	(2,452,932)	(1,211,921)	(27,101)	(15,972)	(1,376,648)	**(34,579,482)**
Borrowings	(3,593,800)	-	-	-	(580,129)	-	**(4,173,929)**
Lease liabilities	(6,606)	(10,169)	(18,593)	(42,255)	(65)	-	**(77,688)**
Trade and other payables	(2,284,403)	(9,849)	-	-	(13,056)	(749,449)	**(3,056,757)**
Export documentary remittances	-	-	-	-	-	(513,514)	**(513,514)**
Provision for other liabilities and charges	**-**	**-**	**-**	**-**	**-**	**(84,650)**	**(84,650)**
	(35,379,717)	**(2,472,950)**	**(1,230,514)**	**(69,356)**	**(609,222)**	**(2,724,261)**	**(42,486,020)**
Off-Balance Sheet items attracting interest rate sensitivity	**3,749,078**	**1,002,977**	**752,839**	**825,564**	**87,558**	**-**	**6,418,016**
Interest rate sensitivity gap	**(16,899,793)**	**358,202**	**3,196,456**	**12,309,465**	**11,146,857**	**(1,391,753)**	**8,719,434**

The sensitivity analysis below has been determined based on the exposure to interest rates for both financial assets and liabilities at the end of the reporting period. If interest rates had increased/decreased by 1%, with all other variables held constant, the impact on the Group profit or loss would have been as follows:

	2024		2023	
THE GROUP	**Increase**	**Decrease**	Increase	Decrease
	MUR 'M	**MUR 'M**	MUR 'M	MUR 'M
Banking segment	**(138)**	**138**	(74)	74

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(d) Market risk (Cont'd)

(i) Interest rate risk (Cont'd)

Banking specific segment (Cont'd)

2023	< 3 months MUR '000	3-6 months MUR '000	6-12 months MUR '000	1-3 years MUR '000	> 3 years MUR '000	Non-Interest Bearing MUR '000	Total MUR '000
Assets							
Cash and cash equivalents	8,107,788	2,937	26,184	542	-	-	8,137,451
Investment securities	688,060	344,910	2,036,535	2,837,506	-	-	5,907,011
Loans and advances to customers	7,187,118	962,304	1,124,818	2,615,724	9,437,715	2,225,224	23,552,903
Other Financial Assets	-	-	-	-	-	15,940	15,940
Trade and other receivables	-	-	-	-	-	497,928	497,928
Export documentary remittances	-	-	-	-	-	2,056,982	2,056,982
	15,982,966	1,310,151	3,187,537	5,453,772	9,437,715	4,796,074	40,168,215
Liabilities							
Deposits from customers	(28,512,514)	(1,007,692)	(1,132,757)	(65,449)	(14,621)	(1,000,534)	(31,733,567)
Borrowings	(1,616,000)	-	-	-	(567,273)	-	(2,183,273)
Lease liabilities	(8,019)	(7,391)	(13,623)	(29,043)	(2,132)	-	(60,208)
Trade and other payables	(8,483)	(8,587)	(16,792)	(101,677)	(19,018)	(2,176,688)	(2,331,245)
Export documentary remittances	-	-	-	-	-	(2,056,502)	(2,056,502)
Provision for other liabilities and charges	-	-	-	-	-	(78,131)	(78,131)
	(30,145,016)	(1,023,670)	(1,163,172)	(196,169)	(603,044)	(5,311,855)	(38,442,926)
Off-Balance Sheet items attracting interest rate sensitivity	2,242,896	736,249	1,152,033	85,897	32,925	-	4,250,000
Interest rate sensitivity gap	(11,919,154)	1,022,730	3,176,398	5,343,500	8,867,596	(515,781)	5,975,289

Non-banking specific segment

The Group is exposed to interest rate cash flow as it borrows at variable and fixed rates. This risk is somehow mitigated by non-current receivables and loans at call being granted at variable rates.

The risk for the group is managed by maintaining an appropriate mix between fixed and floating rate borrowings, and the use of interest rate swap contracts.

Had interest rate on financial liabilities changed by 1%; with all other variables held constant, the effect on profit or loss would be as follows for the Group, excluding BNI.

	THE GROUP		THE COMPANY	
	2024 MUR 'M	2023 MUR 'M	**2024 MUR 'M**	2023 MUR 'M
1% increase in interest rate	**(65)**	(94)	**(6)**	(8)
1% decrease in interest rate	**65**	94	**6**	8

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(d) Market Risk (Cont'd)

(ii) Currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures.

The Group has a treasury department in place where foreign exchange exposure risk is monitored and managed. If necessary, management can also use financial instruments to hedge currency risk.

Banking specific segment

The Bank takes on exposure subject to the fluctuations in the prevailing foreign currency exchange rates on its financial position and cash flows. The Central Bank has set the limit to 20% of Available Tier 1 Capital and the bank has set an internal threshold of 13% against the regulatory limit. The Finance Department provides this information to the Treasurer and the dealing desk for effective monitoring of the limit.

An internal report is issued daily for monitoring purposes as well as a monthly report is submitted to the Central Bank.

Control mechanisms in place in case of a substantial change in the exchange rate are listed below:

- In the event of a strong appreciation of the Ariary, the Bank takes a short position for up to 13% of Available Tier 1 Capital.
- In the event of a strong depreciation of the Ariary, the Bank may go long up to 13% of Available Tier 1 Capital.

The Bank is primarily exposed to EURO and USD.

	USD	EURO	Others
The Group	MUR '000	MUR '000	MUR '000
At June 30, 2024			
Assets			
Banking specific segment			
Investments in other financial assets	**-**	**-**	**21,202**
Investment securities	**-**	**-**	**8,412,157**
Loans and advances to customers	**-**	**-**	**25,632,608**
Trade and other receivables	**11,274**	**125,315**	**612,843**
Export documentary remittances	**-**	**-**	**514,039**
Cash and cash equivalents	**2,361,693**	**1,466,876**	**5,583,806**
Total Assets	**2,372,967**	**1,592,191**	**40,776,655**
The Group			
Liabilities			
Banking specific segment			
Trade and other payables	**2,554**	**19,196**	**2,549,106**
Deposits from customers	**-**	**-**	**34,579,482**
Borrowings	**-**	**580,129**	**3,593,800**
Export documentary remittances	**-**	**-**	**513,514**
Provision for other liabilities and charges	**-**	**-**	**84,650**
Lease Liabilities	**-**	**-**	**77,688**
	2,554	**599,325**	**41,398,240**

	USD	EURO	Others
The Group	MUR '000	MUR '000	MUR '000
At June 30, 2023			
Assets			
Banking specific segment			
Investments in other financial assets	-	-	15,940
Investment securities	-	-	5,907,011
Loans and advances to customers	392,257	781,336	22,379,310
Trade and other receivables	3,949	32,031	461,948
Export documentary remittances	1,602,408	314,282	140,292
Cash and cash equivalents	2,355,657	1,307,212	4,472,778
	4,354,271	2,434,861	33,377,279
Liabilities			
Banking specific segment			
Trade and other payables	1,630	38,653	2,290,962
Deposits from customers	2,546,957	1,361,139	27,825,472
Borrowings	-	567,273	1,616,000
Export documentary remittances	1,602,410	314,287	139,805
Provision and other liabilities and charges	-	-	78,131
Lease Liabilities	-	-	60,208
	4,150,997	2,281,352	32,010,578

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(d) Market Risk (Cont'd)

(ii) Currency risk (Cont'd)

Non-banking specific segment

The Group is primarily exposed to USD, EUR, GBP and ZAR. Foreign exchange risk arises from future commercial transactions.

Forward contracts are used to mitigate foreign currency risks.

The following table details the Group's exposure to foreign currencies as at 30 June 2024 and 30 June 2023:

	THE GROUP	
	2024	2023
	MUR'M	MUR'M
USD	**(1,070)**	(2,159)
EUR	**(3,135)**	(3,399)
GBP	**112**	19
ZAR	**320**	483
Others	**237**	(1,357)

The following table details the Group's; excluding BNI sensitivity to a 5% change in MUR against the relevant currencies.

	THE GROUP	
	2024	2023
	Profit or loss	Profit or loss
	MUR'M	MUR'M
MUR/USD exchange rate – increase 5%	**(44)**	(90)
MUR/USD exchange rate – decrease 5%	**44**	90
MUR/EUR exchange rate – increase 5%	**(130)**	(141)
MUR/EUR exchange rate – decrease 5%	**130**	141
MUR/GBP exchange rate – increase 5%	**5**	1
MUR/GBP exchange rate – decrease 5%	**(5)**	(1)
MUR/ZAR exchange rate – increase 5%	**13**	20
MUR/ZAR exchange rate – decrease 5%	**(13)**	(20)

No sensitivity analysis has been performed for CIEL Limited, the Company, as the impact on profit or loss is immaterial.

(iii) Price risk

The Group is exposed to equity securities price risk because of investments held by the Group and classified on the consolidated statement of financial position as financial assets at fair value through other Comprehensive income.

To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

Sensitivity analysis

The table below summarises the impact of a change in the fair value of the investments in other financial assets on the Group's equity. The analysis is based on the assumption that the fair value had changed by 5%, with other factors remaining constant.

	THE GROUP		THE COMPANY	
	2024	2023	**2024**	2023
	MUR'M	MUR 'M	**MUR'M**	MUR 'M
Financial asset at fair value through OCI	**22.7**	23.4	**1.7**	13.7

(e) Fair value estimation

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Company/Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise primarily quoted equity investments classified as trading securities or available-for-sale.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments are disclosed in Note 2.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The carrying amount of investment in securities, loans and advances to customers and non current receivables approximates their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cashflows at the current market interest rate that is available to the Group for similar financial instruments.

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(e) Fair value estimation (Cont'd)

Categories of Financial Instruments

	Notes	THE GROUP 2024 MUR'M	2023 MUR 'M
Financial assets			
Amortised cost			
Investment in securities	24	**8,413,230**	5,909,175
Loans and advances to customers	22	**25,632,609**	23,552,903
Non-current receivables	17	**488,199**	67,482
Trade and other receivables*	19	**5,378,144**	6,721,469
Cash and cash equivalent	20	**13,540,696**	11,709,452
		53,452,878	47,960,481
FVOCI			
Investments in other financial assets	15	**437,899**	471,130
		437,899	471,130
FVPL			
Derivative financial instruments	42	**96,284**	147,235
		96,284	147,235
Financial liabilities			
Amortised costs			
Borrowings	29	**19,597,733**	17,819,516
Lease liabilities	16	**3,484,289**	3,416,548
Trade and other payables**	34	**9,355,573**	9,968,953
		32,437,595	31,205,017

For fair value hierarchy please refer to Note 42.

Trade and other receivables exclude advance payments of **MUR 176M (2023: MUR 234M), prepayments amounting to **MUR 653M** (2023: MUR 545M), taxes and grants of **MUR 650M** (2023: MUR 164M) and deposits of **MUR 561M** (2023: MUR 562M).*

***Trade and other payables exclude client advances amounting to **MUR 499M** (2023: MUR 451M) and deposits from customers **MUR 215M** (2023: MUR 405M).*

	Notes	THE COMPANY 2024 MUR'M	2023 MUR 'M
Financial assets			
Amortised cost			
Trade and other receivables*	19	**779,058**	652,874
Cash and cash equivalent	20	**7,357**	42,927
Non-current receivables	17	**-**	56,048
		786,415	751,849
FVOCI			
Investments in other financial assets	15	**34,502**	33,534
Investments in subsidiary companies	12	**24,359,659**	20,972,806
Investments in Joint Ventures	13	**150,000**	166,500
Investments in associates	14	**161,002**	113,430
		24,705,163	21,286,270
Financial liabilities			
Amortised costs			
Borrowings	29	**2,755,789**	2,931,375
Trade and other payables**	34	**14,497**	3,161
		2,770,286	2,934,536

Trade and other receivables exclude prepayments of **MUR 231,000 (2023: MUR 233,000)*

***Trade and other payables exclude accrued expenses of **MUR 12M** (2023: MUR 17M)*

Notes to the **Financial Statements** (Continued)

Year ended 30 June 2024

45. Financial Risk Management (Cont'd)

(f) Capital risk management

The Group's objective when managing capital are:

- to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- to provide an adequate return to shareholders.

The Group manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets in order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid, issue new shares or sell assets.

The assets of the Company are financed through equity and borrowings.

Banking segment

The minimum required capital adequacy ratio in Madagascar as at 30 June 2024 is **10.5%** (2023: 8.5%). As at 30 June 2024 and 2023, the capital adequacy ratios of BNI Madagascar were as follows:

		2024	2023
Capital base	MUR' 100M	**3,570**	3,054
Risk weighted	MUR' 100M	**30,120**	26,790
Capital adequacy ratio		**11.9%**	11.4%

Non-banking specific segment

The gearing ratio, excluding banking deposits, lease liabilities and cash and cash equivalents, as at 30 June 2024, is as follows:

	THE GROUP		THE COMPANY	
	2024 MUR'M	2023 MUR 'M	**2024 MUR'M**	2023 MUR 'M
Total debt	**15,423,806**	15,636,242	**2,645,445**	2,644,181
Less Cash and cash equivalents	**(4,121,022)**	(3,572,002)	**102,987**	244,267
	11,302,784	12,064,240	**2,748,432**	2,888,448
Total equity	**33,717,386**	30,046,670	**22,168,609**	18,613,688
Net debt + equity	**45,020,170**	42,110,910	**24,917,041**	21,502,136
Gearing	**25%**	29%	**11%**	13%

46. Events after the Reporting Period

Acquisition of additional stake in C-Care International Limited

On 09 Sept 2024, The Group acquired an additional 10.44% stake in C-Care International Limited for MUR 331M following which the cummulative shareholding of The Group in CCIL amounts to 63.47%.

Corporate Climate Responsibility Levy (CCR)

On 26 July 2024, the Finance (Miscellaneous Provisions) Act 2024 was enacted and any Company meeting the prescribed conditions is required, in every year, to pay a Corporate Climate Responsibility Levy ("CCR") equivalent to 2% of its chargeable income. The levy will be paid in respect of the year of assessment commencing on 1st July 2024, that is tax filing due on 31st December 2024 based on the financial statements for the year ended 30 June 2024. The impact of CCR for the year ending 30 June 2025 relating to 30 June 2024 is estimated as follows:

	THE GROUP
	2024 MUR 'M
Income tax charge *(Statement of profit or loss)*	39.2
Deferred tax	184.1

The financial statements for the year ended 30 June 2024 do not reflect the effect of the CCR as the change in the tax law was neither substantively enacted nor enacted as of 30 June 2024.

SUN Group Restructuring Scheme

On 20 June 2024, the Board of Directors of SUN Limited issued a cautionary announcement informing of its approval to proceed with a restructuring plan which entails the split of its businesses into two distinct listed companies. Such split will enhance shareholders' value and provide a clear investment thesis for each listed group of companies, amongst other matters.

On 19 August 2024, the shareholders of the Company unanimously approved SUN Group's restructuring scheme such that on 22 August 2024 a petition was lodged to the Supreme Court to seek its sanction. On 12 September 2024, the Supreme Court sanctioned the Scheme.

C-Care (Mauritius) Group Acquisition of stake

On 23 July 2024, the C-Care (Mauritius) Group acquired an additional 10% stake in Dentcare Limited for Rs 1,100,000 following which the cummulative shareholding of the Group in Dentcare Limited amounts to 100%.

Appendix A
Directorships of Subsidiaries 30 June 2024

A: Appointed as director during the year
R: Resigned as director during the year
AD: Alternate Director

	Ajax Sweaters Ltd	Ambre Resort Ltd	Anahita Hotel Limited	Antsirabe Knitwear S.A	Aquarelle Clothing Limited	Aquarelle India (Private)Ltd	Aquarelle International Limited	Aquarelle Madagascar S.A	Azur Financial Services Limited	BNI Madagascar SA	Bois des Amourettes Limited	C Healthcare (EA) Ltd	C-Care Health (Uganda) Ltd	C-Care (Mauritius) Ltd	C-Care Madagascar Ltd	C-Care North Ltd	C-Care Pharma Ltd	CDL Knits Ltd	CIEL Agro Limited	CIEL Corporate Services Ltd	CIEL Foundation	CIEL Finance Limited	C-Care (International) Ltd	CIEL Hotels & Resorts Ltd	CIEL Properties Development Ltd	CIEL Properties Limited
ABBASAKOOR Faisal														✓												
AGGARWAL Kapil																										
AH-VEE Jean Patrick Tony																										
APPASAMY Dassen				✓																						
ASBOTH Tibor																							A			
BADIDA Murali Krishna Nagesh						✓																				
BEGUE Mickael																										
BHEENICK Lakshmana										✓												✓				
BISSESUR Jitendra			✓																							
BLAAUBOER, Eline Anne																							✓			
BOUMGHAR Yasmine																										
BOURDET Anne Marie Christine																										
BRAUD Damien																							R			
BROCCHETTO Dora																										
CAPDEVILA EL IDRISSI JANGEER KHAN Heba																										
CAUSY Navin					✓		✓	✓																		
CHEN Lirong Bryan																										
CHIDAINE Xavier										R																
CHUNG KIM YUEN Clive																										
CLARKE Rudi																✓										
CLAUS Felix																							AD			
COURTENAY Anthony																										
COURTENAY Gavin Peter																										
COUVE DE MURVILLE Jérôme																		✓								
COQUET Gregory																										
D'ARGENT Jean Luc Gilles																										
DALAIS Guillaume			A								✓			✓						✓	A	✓	A		✓	✓
DALAIS Jean-Pierre			✓									✓							✓	✓	✓	✓	✓	✓		✓

	Cieltex SA Pty Ltd	CIEL Textile Limited	CIEL Textile Properties Ltd	Centre de Radiotherapie de l'Ocean Indien Ltd	City & Beach Hotels (Mauritius) Limited	C-Lab (International) Ltd	Dentcare Limited	EM Insurance Brokers Limited	Evolis Properties Ltd	Falaise Rouge Estate Ltd	Ferney Limited	Ferney Agri Hub Ltd	Ferney Bubbles Ltd	Ferney Development Ltd	Ferney Eco Hospitality Ltd	Ferney Spinning Mills Limited	Ferney Trail Limited	Floreal International Limited	Floreal Madagascar S.A	Floreal Property Limited	FX Market Edge Limited	Halifax International Ltd	Healthcare East Africa Limited	IMG Pharmaceuticals Limited	Indian Ocean Financial Holdings Limited	International Air Ambulance Limited
ABBASAKOOR Faisal																										
AGGARWAL Kapil																										
AH-VEE Jean Patrick Tony																					✓					
APPASAMY Dassen																										
ASBOTH Tibor																										
BADIDA Murali Krishna Nagesh																										
BEGUE Mickael				✓																						
BHEENICK Lakshmana																									✓	
BISSESUR Jitendra																										
BLAAUBOER, Eline Anne																										
BOUMGHAR Yasmine																										
BOURDET Anne Marie Christine							✓																			
BRAUD Damien																										
BROCCHETTO Dora	✓																									
CAPDEVILA EL IDRISSI JANGEER KHAN Heba		✓																								
CAUSY Navin																										
CHEN Lirong Bryan																										
CHIDAINE Xavier																									R	
CHUNG KIM YUEN Clive				✓																						
CLARKE Rudi							✓																			
CLAUS Felix																										
COURTENAY Anthony								✓																		
COURTENAY Gavin Peter								✓																		
COUVE DE MURVILLE Jérôme																										
COQUET Gregory																										
D'ARGENT Jean Luc Gilles								✓																		
DALAIS Guillaume		✓	✓						✓	✓		✓	R	✓	✓		A			✓						
DALAIS Jean-Pierre		✓									✓												✓			

Appendix A
Directorships of Subsidiaries 30 June 2024 (cont'd)

A: Appointed as director during the year
R: Resigned as director during the year
AD: Alternate Director

	International Hospital Kampala Limited	International Medical Centres Limited	Isonoe 1 Ltd	Laguna Clothing (Mauritius) Ltd	Laguna Clothing Private Limited	Laguna Madagascar S.A	Loisirs des Iles Ltée	Long Beach Resort Ltd	LP Residences Ltd	Mau-Care Kenya Group Ltd	Mauritius International Trust Company Ltd	MITCO Business Solutions Ltd	MITCO Corporate Services Ltd	MITConsult Ltd (In Winding up)	MITCO Fiduciary DMCC	MITCO Group Ltd	MITCO International Holdings Ltd	MITCO Limited	MITCO Services Ltd	Operational Excellence Management and Leadership Ltd	Origines Eco-Parc Ltd	Riveo Limited	Riviere Champagne Limited	Rockwood Textiles Ltd (In Winding up)	Societe Civile Immobilière des Mascareignes	Société Textile d'Andraharo SA - TEXARO
ABBASAKOOR Faisal																										
AGGARWAL Kapil																										
AH-VEE Jean Patrick Tony																										
APPASAMY Dassen																										
ASBOTH Tibor																										
BADIDA Murali Krishna Nagesh																										
BEGUE Mickael																										
BHEENICK Lakshmana											R					✓										
BISSESUR Jitendra								✓																		
BLAAUBOER, Eline Anne																										
BOUMGHAR Yasmine															✓											
BOURDET Anne Marie Christine																										
BRAUD Damien																										
BROCCHETTO Dora																										
CAPDEVILA EL IDRISSI JANGEER KHAN Heba																										
CAUSY Navin				✓		✓																				
CHEN Lirong Bryan																										
CHIDAINE Xavier																										
CHUNG KIM YUEN Clive																										
CLARKE Rudi																										
CLAUS Felix																										
COURTENAY Anthony																										
COURTENAY Gavin Peter																										
COUVE DE MURVILLE Jérôme																										
COQUET Gregory																										
D'ARGENT Jean Luc Gilles																										
DALAIS Guillaume																						A	✓	✓		
DALAIS Jean-Pierre																						A				

	SRL FS, Ltd	SRL Marketing Ltd	SRL Property Ltd	SRL Touessrok Hotel Ltd	SRL Touessrok IHS Villas Ltd	SRL Touessrok Residences & Villas Ltd	Sun Hotel & Resorts GmBH	Sun Hotel Holdings Ltd	Sun International Management Ltd	Sun Limited	Sun Resorts France Sarl	Sunlife Hotel Management Ltd	Sun Resorts International Ltd	Sun Styled Boutiques Ltd	Sun Support Ltd	SUN Training Institute Ltd	Supply Chain Experts Ltd	TBLIMG Ltd	Tinka International Ltd	TKL International Ltd	TKL Knits (India) Private Limited	Tropic Knits Limited	Tropic Mad S.A	Washright Services Limited	Wolmar Sun Hotels Ltd	World Leisure Holidays (Pty) Ltd
ABBASAKOOR Faisal																										
AGGARWAL Kapil				R		R																				
AH-VEE Jean Patrick Tony																										
APPASAMY Dassen																										
ASBOTH Tibor																										
BADIDA Murali Krishna Nagesh																					✓					
BEGUE Mickael																										
BHEENICK Lakshmana																										
BISSESUR Jitendra																										
BLAAUBOER, Eline Anne																										
BOUMGHAR Yasmine																										
BOURDET Anne Marie Christine																										
BRAUD Damien																										
BROCCHETTO Dora																										
CAPDEVILA EL IDRISSI JANGEER KHAN Heba																										
CAUSY Navin																										
CHEN Lirong Bryan				AD		AD																				
CHIDAINE Xavier																										
CHUNG KIM YUEN Clive																										
CLARKE Rudi																										
CLAUS Felix																										
COURTENAY Anthony																										
COURTENAY Gavin Peter																										
COUVE DE MURVILLE Jérôme																			✓	✓		✓	✓			
COQUET Gregory					✓																					
D'ARGENT Jean Luc Gilles																										
DALAIS Guillaume				A						✓																
DALAIS Jean-Pierre				R						✓								✓								

Appendix A
Directorships of Subsidiaries 30 June 2024 (cont'd)

A: Appointed as director during the year
R: Resigned as director during the year
AD: Alternate Director

	Ajax Sweaters Ltd	Ambre Resort Ltd	Anahita Hotel Limited	Antsirabe Knitwear S.A	Aquarelle Clothing Limited	Aquarelle India (Private)Ltd	Aquarelle International Limited	Aquarelle Madagascar S.A	Azur Financial Services Limited	BNI Madagascar SA	Bois des Amourettes Limited	C Healthcare (EA) Ltd	C-Care Health (Uganda) Ltd	C-Care (Mauritius) Ltd	C-Care Madagascar Ltd	C-Care North Ltd	C-Care Pharma Ltd	CDL Knits Ltd	CIEL Agro Limited	CIEL Corporate Services Ltd	CIEL Foundation	CIEL Finance Limited	C-Care (International) Ltd	CIEL Hotels & Resorts Ltd	CIEL Properties Development Ltd	CIEL Properties Limited
DALAIS Marc																				✓						
DALAIS P. Arnaud																					✓			✓		✓
DALAIS Thierry																										
DALAIS Francois																										
DANON Pierre																						✓				
DAYNES Nathalie																										
DE CHASTEAUNEUF Jérôme			✓						✓	✓									✓	✓	✓	✓	✓	✓	✓	✓
DE FLEURIOT DE LA COLINIERE Marie Monique Martine																										
DEVANARAYANAN Shankar Raman						A																				
DOOKHAN Muhammad Nishaan Ali																		✓								
DOREL Anne-Laure																										
DORCHIES Eric						✓	✓																			
Dr. CLARKE Ian													✓													
Dr. SEBUYIRA Jeff M.													✓													
DUGLAT Sandrine Claire Ony																										
DURR Elaine Mercia																										
ECHEVIN Hélène													✓	✓	✓	✓	✓						✓			
EL GUEDDARI Adnane										✓																
ESPITALIER NOEL Roger																					✓					✓
EYNAUD Francois		✓	✓																							
GERMAIN Stephanie																										
GOVINDA Sachidananda Payandee																										
GHOSE Sarbajit																										
GIRARD Laurent Christian																										
GUIMBEAU M.A. Louis																										
GUNGADIN Samindra																										
GREMEAUX Anne-Claire										✓																
HARDY Alexander Jacque																										

	Cieltex SA Pty Ltd	CIEL Textile Limited	CIEL Textile Properties Ltd	Centre de Radiotherapie de l'Ocean Indien Ltd	City & Beach Hotels (Mauritius) Limited	C-Lab (International) Ltd	Dentcare Limited	EM Insurance Brokers Limited	Evolis Properties Ltd	Falaise Rouge Estate Ltd	Ferney Limited	Ferney Agri Hub Ltd	Ferney Bubbles Ltd	Ferney Development Ltd	Ferney Eco Hospitality Ltd	Ferney Spinning Mills Limited	Ferney Trail Limited	Floreal International Limited	Floreal Madagascar S.A	Floreal Property Limited	FX Market Edge Limited	Halifax International Ltd	Healthcare East Africa Limited	IMG Pharmaceuticals Limited	Indian Ocean Financial Holdings Limited	International Air Ambulance Limited
DALAIS Marc																										
DALAIS P. Arnaud		✓									✓															
DALAIS Thierry																										
DALAIS Francois																										
DANON Pierre																										
DAYNES Nathalie																						A				
DE CHASTEAUNEUF Jérôme		✓						✓			✓														✓	
DE FLEURIOT DE LA COLINIERE Marie Monique Martine																										
DEVANARAYANAN Shankar Raman																										
DOOKHAN Muhammad Nishaan Ali																										
DOREL Anne-Laure									✓																	
DORCHIES Eric		✓							✓																	
Dr. CLARKE Ian																								✓		✓
Dr. SEBUYIRA Jeff M.																								✓		✓
DUGLAT Sandrine Claire Ony																										
DURR Elaine Mercia																										
ECHEVIN Hélène				✓		✓																		✓		
EL GUEDDARI Adnane																									✓	
ESPITALIER NOEL Roger		✓									✓															
EYNAUD Francois					✓																					
GERMAIN Stephanie																										
GOVINDA Sachidananda Payandee																						R				
GHOSE Sarbajit		✓																								
GIRARD Laurent Christian													✓													
GUIMBEAU M.A. Louis											✓															
GUNGADIN Samindra																			✓							
GREMEAUX Anne-Claire																										
HARDY Alexander Jacque																										

Appendix A
Directorships of Subsidiaries 30 June 2024 (cont'd)

A: Appointed as director during the year
R: Resigned as director during the year
AD: Alternate Director

Director	International Hospital Kampala Limited	International Medical Centres Limited	Isonoe 1 Ltd	Laguna Clothing (Mauritius) Ltd	Laguna Clothing Private Limited	Laguna Madagascar S.A	Loisirs des Iles Ltée	Long Beach Resort Ltd	LP Residences Ltd	Mau-Care Kenya Group Ltd	Mauritius International Trust Company Ltd	MITCO Business Solutions Ltd	MITCO Corporate Services Ltd	MITConsult Ltd (In Winding up)	MITCO Fiduciary DMCC	MITCO Group Ltd	MITCO International Holdings Ltd	MITCO Limited	MITCO Services Ltd	Operational Excellence Management and Leadership Ltd	Origines Eco-Parc Ltd	Riveo Limited	Riviere Champagne Limited	Rockwood Textiles Ltd (In Winding up)	Societe Civile Immobilière des Mascareignes	Société Textile d'Andraharo SA - TEXARO	SRL FS, Ltd	SRL Marketing Ltd	SRL Property Ltd	SRL Touessrok Hotel Ltd	SRL Touessrok IHS Villas Ltd	SRL Touessrok Residences & Villas Ltd	Sun Hotel & Resorts GmBH	Sun Hotel Holdings Ltd	Sun International Management Ltd	Sun Limited	Sun Resorts France Sarl	Sunlife Hotel Management Ltd	Sun Resorts International Ltd	Sun Styled Boutiques Ltd	Sun Support Ltd	SUN Training Institute Ltd	Supply Chain Experts Ltd	TBLIMG Ltd	Tinka International Ltd	TKL International Ltd	TKL Knits (India) Private Limited	Tropic Knits Limited	Tropic Mad S.A	Washright Services Limited	Wolmar Sun Hotels Ltd	World Leisure Holidays (Pty) Ltd
DALAIS Marc																																																				
DALAIS P. Arnaud																						A														✓																
DALAIS Thierry																						A														✓																
DALAIS Francois																															✓																					
DANON Pierre																																																				
DAYNES Nathalie											A	A	A			A	A		A																																	
DE CHASTEAUNEUF Jérôme																R						A								✓						✓																
DE FLEURIOT DE LA COLINIERE Marie Monique Martine																						R																														
DEVANARAYANAN Shankar Raman																																																				
DOOKHAN Muhammad Nishaan Ali																																																				
DOREL Anne-Laure																																																				
DORCHIES Eric				✓		✓																																							✓							
Dr. CLARKE Ian	✓	✓																																																		
Dr. SEBUYIRA Jeff M.	✓	✓																																																		
DUGLAT Sandrine Claire Ony																																																	R			
DURR Elaine Mercia																																																				✓
ECHEVIN Hélène	✓	✓								✓												A														✓																
EL GUEDDARI Adnane																																																				
ESPITALIER NOEL Roger																																																				
EYNAUD Francois							✓	✓	A													A					✓	✓	✓	✓	☼	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓							✓	✓	✓
GERMAIN Stephanie																																																				
GOVINDA Sachidananda Payandee											✓	✓	R	✓		R	✓	A	✓																																	
GHOSE Sarbajit					✓																																										✓					
Girard Laurent Christian																																																				
GUIMBEAU M.A. Louis																																																				
GUNGADIN Samindra																									✓																										
GREMEAUX Anne-Claire																																																				
HARDY Alexander Jacque			✓																																																	

Appendix A
Directorships of Subsidiaries 30 June 2024 (cont'd)

A: Appointed as director during the year
R: Resigned as director during the year
AD: Alternate Director

	Ajax Sweaters Ltd	Ambre Resort Ltd	Anahita Hotel Limited	Antsirabe Knitwear S.A	Aquarelle Clothing Limited	Aquarelle India (Private)Ltd	Aquarelle International Limited	Aquarelle Madagascar S.A	Azur Financial Services Limited	BNI Madagascar SA	Bois des Amourettes Limited	C Healthcare (EA) Ltd	C-Care Health (Uganda) Ltd	C-Care (Mauritius) Ltd	C-Care Madagascar Ltd	C-Care North Ltd	C-Care Pharma Ltd	CDL Knits Ltd	CIEL Agro Limited	CIEL Corporate Services Ltd	CIEL Foundation	CIEL Finance Limited	C-Care (International) Ltd	CIEL Hotels & Resorts Ltd	CIEL Properties Development Ltd	CIEL Properties Limited	Cieltex SA Pty Ltd	CIEL Textile Limited	CIEL Textile Properties Ltd	Centre de Radiotherapie de l'Ocean Indien Ltd	City & Beach Hotels (Mauritius) Limited	C-Lab (International) Ltd	Dentcare Limited	EM Insurance Brokers Limited	Evolis Properties Ltd	Falaise Rouge Estate Ltd	Ferney Limited	Ferney Agri Hub Ltd	Ferney Bubbles Ltd	Ferney Development Ltd	Ferney Eco Hospitality Ltd	Ferney Spinning Mills Limited	Ferney Trail Limited	Floreal International Limited	Floreal Madagascar S.A	Floreal Property Limited	FX Market Edge Limited	Halifax International Ltd	Healthcare East Africa Limited	IMG Pharmaceuticals Limited	Indian Ocean Financial Holdings Limited	International Air Ambulance Limited
HIRIDJEE Hassanein Shahreza																																																			✓	
HUGNIN Thierry																							✓																				R									
JEENARAIN Rameswarsingh																																																				
JOOMYE Azad																																																✓				
KEENOO-SEEGOOLAM Poonam																																																				
KHADAROO Saleem																																																				
KHULLAR Amit	✓																																									✓		✓								
KISSOONDARY Yougendranath													✓	✓	✓		✓								✓	AD						A		✓	✓						R						✓			✓		✓
KISTOO Ravindranath									✓				✓		✓		✓													✓		✓	✓																	✓		✓
KOA WING Jane																																																				
LAM KIN TENG Dean Allen																																																				
LAGESSE Thierry																																					✓															
LAURE Olivier																																			✓											✓						
LI KWONG WING Kate																																																				
Li KWONG WING Shirleen																																																				
LOWICK Jonathan																							✓																													
MAKOOND Deonanan (Raj)														✓																																						
MAMODE Akhtar									A																																											
MATHIEU Michel										A												A																													A	
MAUNICK Normela																																																				
MAYER Harold																												✓																								
MC CAHAN Chris Morse																							A																													
MCILRAITH Catherine																				✓																																
MENEZ Vincent Paul Marie																																																				
MOHEETAH Jhasveersingh																																															✓					
MONTI Bruno																																																				
MONTI Manuel																																																				
MUNIEN Ruben																																																				

Appendix A
Directorships of Subsidiaries 30 June 2024 (cont'd)

A: Appointed as director during the year
R: Resigned as director during the year
AD: Alternate Director

	International Hospital Kampala Limited	International Medical Centres Limited	Isonoe 1 Ltd	Laguna Clothing (Mauritius) Ltd	Laguna Clothing Private Limited	Laguna Madagascar S.A	Loisirs des Iles Ltée	Long Beach Resort Ltd	LP Residences Ltd	Mau-Care Kenya Group Ltd	Mauritius International Trust Company Ltd	MITCO Business Solutions Ltd	MITCO Corporate Services Ltd	MITConsult Ltd (In Winding up)	MITCO Fiduciary DMCC	MITCO Group Ltd	MITCO International Holdings Ltd	MITCO Limited	MITCO Services Ltd	Operational Excellence Management and Leadership Ltd	Origines Eco-Parc Ltd	Riveo Limited	Riviere Champagne Limited	Rockwood Textiles Ltd (In Winding up)	Societe Civile Immobilière des Mascareignes	Société Textile d'Andraharo SA - TEXARO
HIRIDJEE Hassanein Shahreza																										
HUGNIN Thierry																✓										
JEENARAIN Rameswarsingh																										
JOOMYE Azad												✓	✓	✓			✓	✓	✓							
KEENOO-SEEGOOLAM Poonam																		R								
KHADAROO Saleem								✓																		
KHULLAR Amit																										
KISSOONDARY Yougendranath	✓	✓	✓							✓																
KISTOO Ravindranath	✓	✓								✓																
KOA WING Jane								✓																		
LAM KIN TENG Dean Allen											A															
LAGESSE Thierry																										
LAURE Olivier																										
LI KWONG WING Kate											✓					✓										
Li KWONG WING Shirleen											AD					AD										
LOWICK Jonathan																										
MAKOOND Deonanan (Raj)																										
MAMODE Akhtar																A										
MATHIEU Michel																										
MAUNICK Normela																✓										
MAYER Harold																				✓		A				
MC CAHAN Chris Morse																										
MCILRAITH Catherine																										
MENEZ Vincent Paul Marie																						A				
MOHEETAH Jhasveersingh																										
MONTI Bruno						R																				
MONTI Manuel						R																				
MUNIEN Ruben																				✓						

	SRL FS, Ltd	SRL Marketing Ltd	SRL Property Ltd	SRL Touessrok Hotel Ltd	SRL Touessrok IHS Villas Ltd	SRL Touessrok Residences & Villas Ltd	Sun Hotel & Resorts GmBH	Sun Hotel Holdings Ltd	Sun International Management Ltd	Sun Limited	Sun Resorts France Sarl	Sunlife Hotel Management Ltd	Sun Resorts International Ltd	Sun Styled Boutiques Ltd	Sun Support Ltd	SUN Training Institute Ltd	Supply Chain Experts Ltd	TBLIMG Ltd	Tinka International Ltd	TKL International Ltd	TKL Knits (India) Private Limited	Tropic Knits Limited	Tropic Mad S.A	Washright Services Limited	Wolmar Sun Hotels Ltd	World Leisure Holidays (Pty) Ltd
HIRIDJEE Hassanein Shahreza																										
HUGNIN Thierry																										
JEENARAIN Rameswarsingh																										✓
JOOMYE Azad																										
KEENOO-SEEGOOLAM Poonam																										
KHADAROO Saleem			✓																						✓	
KHULLAR Amit																										
KISSOONDARY Yougendranath																										
KISTOO Ravindranath																										
KOA WING Jane			✓													✓										
LAM KIN TENG Dean Allen																										
LAGESSE Thierry																										
LAURE Olivier																										
LI KWONG WING Kate																										
Li KWONG WING Shirleen																										
LOWICK Jonathan																										
MAKOOND Deonanan (Raj)																										
MAMODE Akhtar																										
MATHIEU Michel																										
MAUNICK Normela																										
MAYER Harold										✓																
MC CAHAN Chris Morse																										
MCILRAITH Catherine																										
MENEZ Vincent Paul Marie										✓																
MOHEETAH Jhasveersingh																										
MONTI Bruno																										
MONTI Manuel																										
MUNIEN Ruben																										

Appendix A
Directorships of Subsidiaries 30 June 2024 (cont'd)

A: Appointed as director during the year
R: Resigned as director during the year
AD: Alternate Director

	Ajax Sweaters Ltd	Ambre Resort Ltd	Anahita Hotel Limited	Antsirabe Knitwear S.A	Aquarelle Clothing Limited	Aquarelle India (Private)Ltd	Aquarelle International Limited	Aquarelle Madagascar S.A	Azur Financial Services Limited	BNI Madagascar SA	Bois des Amourettes Limited	C Healthcare (EA) Ltd	C-Care Health (Uganda) Ltd	C-Care (Mauritius) Ltd	C-Care Madagascar Ltd	C-Care North Ltd	C-Care Pharma Ltd	CDL Knits Ltd	CIEL Agro Limited	CIEL Corporate Services Ltd	CIEL Foundation	CIEL Finance Limited	C-Care (International) Ltd	CIEL Hotels & Resorts Ltd	CIEL Properties Development Ltd	CIEL Properties Limited	Cieltex SA Pty Ltd	CIEL Textile Limited	CIEL Textile Properties Ltd	Centre de Radiotherapie de l'Ocean Indien Ltd	City & Beach Hotels (Mauritius) Limited	C-Lab (International) Ltd	Dentcare Limited	EM Insurance Brokers Limited	Evolis Properties Ltd	Falaise Rouge Estate Ltd	Ferney Limited	Ferney Agri Hub Ltd	Ferney Bubbles Ltd	Ferney Development Ltd	Ferney Eco Hospitality Ltd	Ferney Spinning Mills Limited	Ferney Trail Limited	Floreal International Limited	Floreal Madagascar S.A	Floreal Property Limited	FX Market Edge Limited	Halifax International Ltd	Healthcare East Africa Limited	IMG Pharmaceuticals Limited	Indian Ocean Financial Holdings Limited	International Air Ambulance Limited
MOOSUN Mohammad Reshad																																										✓		✓								
MOREAU Denis																																																				
MORIARTY Emmett																							R																													
MUBEEZI Charity Melody																																																		R		
MUHIEDDINE Hassane										✓																																									✓	
NAMALEFE Kabejja Martha																																																		A		
NOWJEE Nitish Rao																							AD																													
OOSMAN Mushtaq																																																				
PASCAL Sylvain														✓																																						
PATEL Maneesh					✓		✓																																													
PARK Aurelie																																																				
PIAT DALAIS Patrick																																																				
PERRIER Charles	✓			✓					✓																																	✓		✓	✓	R						
PERRIN Louis Marie Bernard																																															✓					
PHONG Siew San Christopher																																																				
RABESISOA Haingo Fanapera										✓																																										
RAJAONARIVELO Herintsalama										✓																																										
RANDRIANIRINA Hanitra Olivia										✓																																										
RANOROMARO Hasinirina										✓																																										
RAMLAGUN Neelmanee																																																				
RAMPRUSAD Tinesh																																																A				
RAUT Sandeep																																																				
RAVELOARIVONY Vonifanja				✓				✓																																					✓							
RAZE Mathieu																																				R		R		R	R											
REY Alain																												✓																								
RIVALLAND Bertrand	✓			✓	✓		✓	✓																			R		✓						✓							✓		✓	✓	✓	✓					
RIVET Jean-Marc											✓																									✓		✓	✓	✓	✓		✓									
ROSTAND Tom																							R																													
RUNGHEN Satuda									✓																																											

Appendix A
Directorships of Subsidiaries 30 June 2024 (cont'd)

A: Appointed as director during the year
R: Resigned as director during the year
AD: Alternate Director

	International Hospital Kampala Limited	International Medical Centres Limited	Isonoe 1 Ltd	Laguna Clothing (Mauritius) Ltd	Laguna Clothing Private Limited	Laguna Madagascar S.A	Loisirs des Iles Ltée	Long Beach Resort Ltd	LP Residences Ltd	Mau-Care Kenya Group Ltd	Mauritius International Trust Company Ltd	MITCO Business Solutions Ltd	MITCO Corporate Services Ltd	MITConsult Ltd (In Winding up)	MITCO Fiduciary DMCC	MITCO Group Ltd	MITCO International Holdings Ltd	MITCO Limited	MITCO Services Ltd	Operational Excellence Management and Leadership Ltd	Origines Eco-Parc Ltd	Riveo Limited	Riviere Champagne Limited	Rockwood Textiles Ltd (In Winding up)	Societe Civile Immobilière des Mascareignes	Société Textile d'Andraharo SA - TEXARO	SRL FS, Ltd	SRL Marketing Ltd	SRL Property Ltd	SRL Touessrok Hotel Ltd	SRL Touessrok IHS Villas Ltd	SRL Touessrok Residences & Villas Ltd	Sun Hotel & Resorts GmBH	Sun Hotel Holdings Ltd	Sun International Management Ltd	Sun Limited	Sun Resorts France Sarl	Sunlife Hotel Management Ltd	Sun Resorts International Ltd	Sun Styled Boutiques Ltd	Sun Support Ltd	SUN Training Institute Ltd	Supply Chain Experts Ltd	TBLIMG Ltd	Tinka International Ltd	TKL International Ltd	TKL Knits (India) Private Limited	Tropic Knits Limited	Tropic Mad S.A	Washright Services Limited	Wolmar Sun Hotels Ltd	World Leisure Holidays (Pty) Ltd
MOOSUN Mohammad Reshad																																																				
MOREAU DENIS																R																																				
MORIARTY Emmett																																																				
MUBEEZI Charity Melody	R																																																			
MUHIEDDINE Hassane																																																				
NAMALEFE Kabejja Martha	A																																																			
NOWJEE Nitish Rao																																																				
OOSMAN Mushtaq																						A														✓																
PASCAL Sylvain																																																				
PATEL Maneesh				✓																																																
PARK Aurelie									AD																																											
PIAT DALAIS Patrick																															A																					
PERRIER Charles																										✓																										
PERRIN Louis Marie Bernard																																																				
PHONG Siew San Christopher																														A		A																				
RABESISOA Haingo Fanapera																																																				
RAJAONARIVELO Herintsalama																																																				
RANDRIANIRINA Hanitra Olivia																																																				
RANOROMARO Hasinirina																																																				
RAMLAGUN Neelmanee																																										✓										
RAMPRUSAD Tinesh											A		✓						A																																	
RAUT Sandeep																																															A					
RAVELOARIVONY Vonifanja						✓																			✓	✓																							✓			
RAZE Mathieu																																																				
REY Alain																																																				
RIVALLAND Bertrand				✓		✓																				✓																			✓	✓		✓	✓			
RIVET Jean-Marc																							✓	✓																												
ROSTAND Tom																																																				
RUNGHEN Satuda																																																				

Appendix A
Directorships of Subsidiaries 30 June 2024 (cont'd)

A: Appointed as director during the year
R: Resigned as director during the year
AD: Alternate Director

	Ajax Sweaters Ltd	Ambre Resort Ltd	Anahita Hotel Limited	Antsirabe Knitwear S.A	Aquarelle Clothing Limited	Aquarelle India (Private)Ltd	Aquarelle International Limited	Aquarelle Madagascar S.A	Azur Financial Services Limited	BNI Madagascar SA	Bois des Amourettes Limited	C Healthcare (EA) Ltd	C-Care Health (Uganda) Ltd	C-Care (Mauritius) Ltd	C-Care Madagascar Ltd	C-Care North Ltd	C-Care Pharma Ltd	CDL Knits Ltd	CIEL Agro Limited	CIEL Corporate Services Ltd	CIEL Foundation	CIEL Finance Limited	C-Care (International) Ltd	CIEL Hotels & Resorts Ltd	CIEL Properties Development Ltd	CIEL Properties Limited	Cieltex SA Pty Ltd	CIEL Textile Limited	CIEL Textile Properties Ltd	Centre de Radiotherapie de l'Ocean Indien Ltd	City & Beach Hotels (Mauritius) Limited	C-Lab (International) Ltd	Dentcare Limited	EM Insurance Brokers Limited	Evolis Properties Ltd	Falaise Rouge Estate Ltd	Ferney Limited	Ferney Agri Hub Ltd	Ferney Bubbles Ltd	Ferney Development Ltd	Ferney Eco Hospitality Ltd	Ferney Spinning Mills Limited	Ferney Trail Limited	Floreal International Limited	Floreal Madagascar S.A	Floreal Property Limited	FX Market Edge Limited	Halifax International Ltd	Healthcare East Africa Limited	IMG Pharmaceuticals Limited	Indian Ocean Financial Holdings Limited	International Air Ambulance Limited
SALEHMOHAMED Junaid Haroon																																																				
Sathisha						✓																																														
SAUZIER Christine												✓		✓									✓			✓								✓			✓						✓						✓			
SAVOYE Jean-Louis																																																				
SHARMA Tina															A																	✓																				
SIVARAMEN Samila									✓																																											
SLAMA Youssef																														✓																						
SANDHU Sukhmeet Singh													✓	✓																																				✓		
SEWGOBIND Dev Krishen																					✓																															
TAJOO Ayaz				✓				✓																																					✓							
TEEROOVENGADUM Kevindra																										✓											✓															
TERRIEN Denis																												✓																								
THEVENAU Bertrand																												✓																								
THOMAS Michel														✓																																						
VAN BEUNiNGEN Mark																						A																														
VAQUIER Pierre																																																				
VEERASAMY Naderasen																																																				
VIJ Ashwini	✓																																																			
VITRY AUDIBERT Marie Odette Amelie																					✓																															
VISWESWARAN Ramesh																																																				
WALTER Pascal					✓																																															
WAN KHIN Jean-Noël Wong											A														A										A	A		A	A	A	A		A			A						
WONG YUN SHING Tommy		✓	✓						✓																						✓																					
YEE SAK CHAN Jane																		✓									A																									

Appendix A
Directorships of Subsidiaries 30 June 2024 (cont'd)

A: Appointed as director during the year
R: Resigned as director during the year
AD: Alternate Director

	International Hospital Kampala Limited	International Medical Centres Limited	Isonoe 1 Ltd	Laguna Clothing (Mauritius) Ltd	Laguna Clothing Private Limited	Laguna Madagascar S.A	Loisirs des Iles Ltée	Long Beach Resort Ltd	LP Residences Ltd	Mau-Care Kenya Group Ltd	Mauritius International Trust Company Ltd	MITCO Business Solutions Ltd	MITCO Corporate Services Ltd	MITConsult Ltd (In Winding up)	MITCO Fiduciary DMCC	MITCO Group Ltd	MITCO International Holdings Ltd	MITCO Limited	MITCO Services Ltd	Operational Excellence Management and Leadership Ltd	Origines Eco-Parc Ltd	Riveo Limited	Riviere Champagne Limited	Rockwood Textiles Ltd (In Winding up)	Societe Civile Immobilière des Mascareignes	Société Textile d'Andraharo SA - TEXARO	SRL FS, Ltd	SRL Marketing Ltd	SRL Property Ltd	SRL Touessrok Hotel Ltd	SRL Touessrok IHS Villas Ltd	SRL Touessrok Residences & Villas Ltd	Sun Hotel & Resorts GmbH	Sun Hotel Holdings Ltd	Sun International Management Ltd	Sun Limited	Sun Resorts France Sarl	Sunlife Hotel Management Ltd	Sun Resorts International Ltd	Sun Styled Boutiques Ltd	Sun Support Ltd	SUN Training Institute Ltd	Supply Chain Experts Ltd	TBLIMG Ltd	Tinka International Ltd	TKL International Ltd	TKL Knits (India) Private Limited	Tropic Knits Limited	Tropic Mad S.A	Washright Services Limited	Wolmar Sun Hotels Ltd	World Leisure Holidays (Pty) Ltd
SALEHMOHAMED Junaid Haroon									A																																											
Sathisha																																															✓					
SAUZIER Christine																																												✓								
SAVOYE Jean-Louis																						A														✓																
SHARMA Tina																																																				
SIVARAMEN Samila																✓																																				
SLAMA Youssef																																																				
SANDHU Sukhmeet Singh	✓	✓								✓																																										
SEWGOBIND Dev Krishen																																																				
TAJOO Ayaz						✓																																														
TEEROOVENGADUM Kevindra																✓																																				
TERRIEN Denis																																																				
THEVENAU Bertrand																																															R					
THOMAS Michel																																																				
VAN BEUNiNGEN Mark																																																				
VAQUIER Pierre																						A														✓																
VEERASAMY Naderasen																						A														✓																
VIJ Ashwini																																																				
VITRY AUDIBERT Marie Odette Amelie																																																				
VISWESWARAN Ramesh					✓																																															
WALTER Pascal																																																					
WAN KHIN Jean-Noël Wong									A												✓		A																													
WONG YUN SHING Tommy							✓	✓	A													A					✓	✓	✓		R	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓							✓	✓	✓
YEE SAK CHAN Jane			✓																																											✓	R	✓	✓			

Appendix B
Audit Fees Payable and Donations Paid by the Company and its Subsidiaries

(All figures are in MUR'000)

	CIEL Limited	Ajax Sweaters Ltd	Ambre Resort Ltd	Anahita Hotel Limited	Antsirabe Knitwear S.A	Aquarelle Clothing Limited	Aquarelle India (Private) Ltd	Aquarelle International Limited	Aquarelle Madagascar S.A	Azur Financial Services Limited	BNI Madagascar SA	C-Care Health (Uganda) Ltd	C-Care (Mauritius) Ltd	CDL Knits Ltd	CIEL Agro Limited	CIEL Corporate Services Ltd	CIEL Finance Limited	C-Care (International) Ltd	CIEL Properties Limited	Cieltex SA Pty Ltd	CIEL Textile Limited	CIEL Textile Properties Ltd	Centre de Radiotherapie de l'Ocean Indien	City & Beach Hotels (Mauritius) Limited	C-Lab (International) Ltd	Dentcare Limited	EM Insurance Brokers Limited	Evolis Properties Ltd	Ferney Limited	Ferney Development Ltd	Ferney Spinning Mills Limited	Floreal International Limited	Floreal Madagascar S.A	Floreal Property Limited	FX Market Edge Limited
Audit fee	1,158	55	1,254	1,595	544	1,177	1,539	1,500	618	285	5,028	280	2,500	856	378	301	3,321	800	550	222	1,605	55	-	1,254	-	-	132	1,172	858	675	856	1,605	576	470	69
Other fee*	98	-	721	75	86	72	314	177	136	39	151	-	1,189	72	-	38	53	598	-	-	48	-	20	374	20	20	11	55	42	53	72	72	86	22	-
Charitable donation**	10,000	-	-	-	144	2,988	3,810	-	176	-	15,422	-	3,283	150	-	-	2,737	-	-	-	-	-	-	-	-	-	-	47	-	-	150	400	144	-	-
Political donation	2,500	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	IMG Pharmaceuticals Limited	Indian Ocean Financial Holdings Limited	International Hospital Kampala Limited	International Medical Centres Limited	Laguna Clothing (Mauritius) Ltd	Laguna Clothing Private Limited	Laguna Madagascar S.A	Loisirs des Iles Ltée	Long Beach Resort Ltd	Mauritius International Trust Company Ltd	MITCO Corporate Services Ltd	MITCO Fiduciary DMCC	MITCO Group Ltd	MITCO International Holdings Ltd	MITCO Limited	SRL Marketing Ltd	SRL Property Ltd	SRL Touessrok Hotel Ltd	Sun Hotel & Resorts GmBH	Sun International Management Ltd	Sun Limited	Sun Resorts France Sarl	Sunlife Hotel Management Ltd	Sun Resorts International Ltd	Sun Styled Boutiques Ltd	SUN Training Institute Ltd	Supply Chain Experts Ltd	Tinka International Ltd	TKL International Ltd	TKL Knits (India) Private Limited	Tropic Knits Limited	Tropic Mad S.A	Washright Services Limited	Wolmar Sun Hotels Ltd	World Leisure Holidays (Pty) Ltd
Audit fee	476	406	1,586	1,352	1,177	1,625	504	594	1,254	660	210	122	520	149	103	646	-	1,595	-	56	2,200	-	220	80	100	-	-	264	321	1,197	1,177	554	175	1,254	366
Other fee*	308	70	-	-	54	228	86	117	749	24	17	73	20	21	-	215	3	87	201	-	1,330	126	31	8	11	8	21	74	42	200	72	86	11	599	-
Charitable donation**	-	-	-	-	2,917	1,503	125	-	-	1,041	257	-	-	-	-	-	-	-	-	-	1,000	-	-	-	-	-	-	-	-	-	150	144	-	-	-
Political donation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**Fees rendered for other services relate mainly for tax computation*

***Includes CSR donations which have been channeled by CIEL and its subsidiries to CIEL Foundation, registered as a special purpose vehicle accredited to receive CSR contributions*

Appendix C
Sustainability Assumptions

Foster a Vibrant Workforce

Scope

Under this pillar, all the figures and analysis provided are based on permanent and fixed-term employees from CIEL subsidiaries as well as joint ventures and associates (Bank One, Cotona, MIWA and Alteo) and managed hotels (Shangri-La Le Touessrok and Four Seasons) except where specifically stated otherwise.

Joint ventures and associates account for 7,387 employees and managed hotels account for 1,076 employees.

CIEL Head Office comprises of CIEL Corporate Services Ltd, Azur Financial Services Ltd, FX Market Edge Ltd, CIEL Foundation and EM Insurance Brokers Ltd.

Fixed-term employees refer to employees who have a contract of employment with a defined duration that ends when this specific time period expires.

Under Diversity & Ethics section, "Women at Management Level" refers to women that are Group CEO, CEO, General Manager (L), Executives and Heads of Department (L-1) as well as Managers or Supervisors who report directly to the Head of Department (L-2)

Champion Inclusive Growth

Scope

We are working towards the alignment of our sustainability disclosures to the shareholding structure.

Cluster	Sites
CIEL Textile	All sites
CIEL Finance	Bank One, BNI Madagascar, MITCO (excludes Dubai site for MITCO)
CIEL Healthcare	Darne Hospital, Welkin Hospital, C-Lab, C-Care IHK & C-Care IMC
CIEL Hotels & Resorts	La Pirogue, Sugar Beach, Long Beach, Ambre, excludes Ile aux Cerfs, Managed Hotels (Shangri-La Le Touessrok & Anahita hotels) & other subsidiaries of Sun Ltd
CIEL Properties	La Vallée de Ferney, Flexeo, Nouvelle Usine, Ebene Skies (excludes other Evolis sites, included under Textile cluster)
Joint venture/Associates	Bank One Limited (included under CIEL Finance), Cotona SA (included under CIEL Textile), excluding Alteo and MIWA, Procontact Ltd, Anahita Residences & Villas Ltd
Other Exclusions	Ciel Corporate Services Ltd, Azur Financial Services Ltd, Cluster Head Offices

Due to the nature of the KPIs under Champion Inclusive growth the data from Bank One Limited and Cotona SA were considered at 100 percent.

Community Empowerment

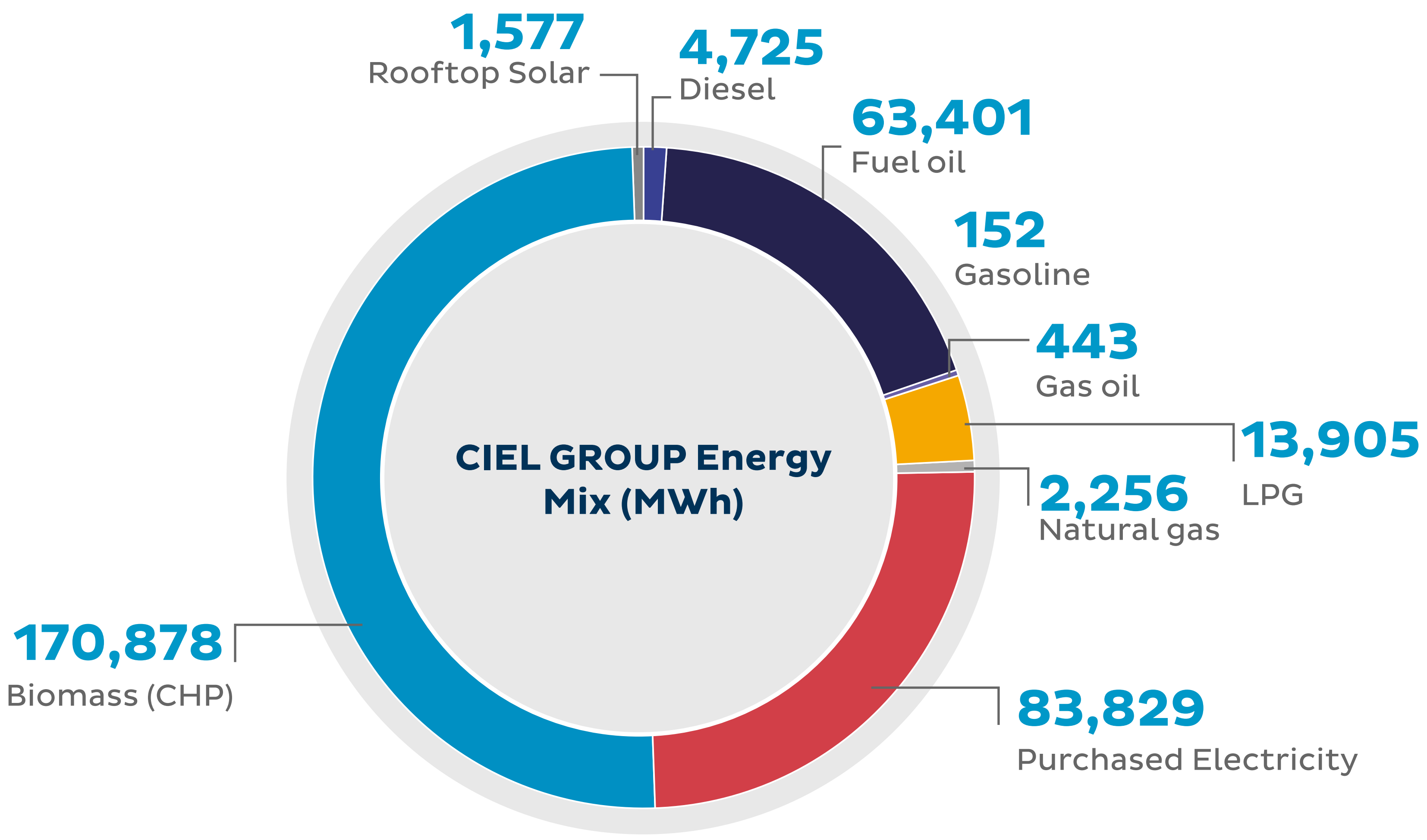
For both Cluster contributions and CIEL Foundation data, the end of FY24 exchange rates were used to calculate the values from respective geographic sites, as per the table below:

Currency	Exchange rate as at 30th June 2024
USD/MGA	4477.60
USD/INR	83.47
USD/BDT	117.57
USD/UGX	3714.69
USD/MUR	47.44

CIEL Foundation data is accounted for the calendar year January to December 2023.

Activate Climate Response

Energy & Carbon



Appendix C
Sustainability Assumptions (cont'd)

Methodology

Having implemented a new sustainability KPI management platform, we have recalculated our emissions for July 2022 to June 2024. Scope 1 and Scope 2 were calculated using a methodology in line with Greenhouse Gas (GHG) Protocol and the latest emission factors from the United Kingdoms' Department for Business, Energy & Industrial Strategy (BEIS). All data was recorded on the platform and emissions were calculated using the same methodology.

Scope

We are working towards the alignment of our sustainability disclosures to the shareholding structure.

Cluster	Sites
CIEL Textile	All sites excluding Floreal head office
CIEL Finance	Bank One, BNI Madagascar, MITCO (excludes Dubai site for MITCO)
CIEL Healthcare	Darne Hospital, Welkin Hospital, C-Care IHK & C-Care IMC (excludes C-Labs and satellite clinics)
CIEL Hotels & Resorts	La Pirogue, Sugar Beach, Long Beach, Ambre, (excludes Ile aux Cerfs, Managed hotels (Shangri-La Le Touessrok & Anahita hotels) & other subsidiaries of Sun Ltd)
CIEL Properties	La Vallée de Ferney, Solitude, Nouvelle Usine, Ebene Skies (excludes other Evolis sites, included under Textile cluster)
Joint venture/Associates	Bank One Limited (50% included under CIEL Finance), Cotona SA (50% included under CIEL Textile), excluding Alteo and MIWA, Procontact Ltd, Anahita Residences & Villas Ltd
Other Exclusions	Ciel Corporate Services Ltd, Azur Financial Services Ltd, Cluster Head Offices

Data for CIEL Properties, for July 2022 to June 2023 was restated using an average rate of consumption for the year. Emissions intensity was 21.7 and is restated as 14.9.

Data for CIEL Healthcare, for July 2022 to June 2023 was restated. Emissions amounted to 4,538 tCO_2e and is restated as 6,619 tCO_2e.

Data for CIEL Hotels & Resorts, for July 2022 to June 2023 was restated. Emissions amounted to 9,654 tCO_2e and is restated as 9,176 tCO_2e.

Data for CIEL Finance, for July 2022 to June 2023 was restated. Emissions amounted to 2,418 tCO_2e and is restated as 1,583 tCO_2e.

Data for Cotona was not consolidated for July 2022 to June 2023.

Carbon intensity figures are calculated by dividing the tCO_2e emissions by respective cluster revenue as at 30th June 2024. Revenue figures used do not include the revenue for Joint Venture and Associates as only the respective share of profits is consolidated at Group level.

Value Chains

Scope

We are working towards the alignment of our sustainability disclosures to the shareholding structure.

Cluster	Sites
CIEL Textile	All sites excluding Floreal head office
CIEL Finance	Bank One, BNI Madagascar, MITCO (excludes Dubai site for MITCO)
CIEL Healthcare	Darne Hospital, Welkin Hospital, C-Care IHK & C-Care IMC (excludes C-Lab and satellite clinics)
CIEL Hotels & Resorts	La Pirogue, Sugar Beach, Long Beach, Ambre, (excludes Ile aux Cerfs, managed hotels – Shangri-La Le Touessrok and Anahita hotels)
CIEL Properties	La Vallée de Ferney, Solitude, Nouvelle Usine, Ebene Skies (excludes other Evolis sites, included under Textile cluster)
Joint venture/Associates	Bank One Limited (50% included under CIEL Finance), Cotona SA (50% included under CIEL Textile), excluding Alteo and MIWA, Procontact Ltd, Anahita Residences & Villas Ltd
Other Exclusions	Ciel Corporate Services Ltd, Azur Financial Services Ltd, Cluster Head Offices

Value Chains: Water

The total water consumption includes industrial and potable water.

Value Chains: Waste

Waste refers to only non-hazardous solid waste and excludes hazardous waste and food waste.

Data accuracy and reporting

A digital tool has been implemented to capture sustainability KPIs under our 3 pillars and across all clusters. Data this year has been collected on the platform on a monthly or quarterly basis. In the coming years, sustainability-related data will be closely monitored on a monthly basis to ensure data collection consistency and data accuracy.