

PROXY FORM

Annual Meeting of CIEL Limited

I/We,

of

being shareholder(s) of CIEL Limited ("Company") do hereby appoint

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of

or failing him/her,

of

or failing him/her, the Chairman of the Meeting, as my/our proxy to represent me/us and vote for me/us and act on my/our behalf at the Annual Meeting of the Shareholders ("Meeting") of the Company to be held on **12 December 2023 at 10.00 hours** at the Company's Registered Office, 5th Floor, Ebène Skies, rue de l'Institut, Ebène and at any adjournment thereof.

I/We direct my/our proxy to vote in the following manner (Please vote with a tick):

AS ORDINARY BUSINESS – RESOLUTIONS TO BE ADOPTED AS ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
1.	To receive, consider and approve the Group's and Company's audited Financial Statements for the financial year ended 30 June 2023, including the Annual Report and the Auditor's Report, in accordance with section 115(4) of the Companies Act 2001.			
2.	To authorise, in accordance with section 138(6) of the Companies Act 2001, Mr. Marc Ladreit de Lacharrière to continue to hold office as a Director of the Company until the next annual meeting of the shareholders.			
3.	To authorise, in accordance with section 138(6) of the Companies Act 2001, Mr. Xavier Thiéblin to continue to hold office as a Director of the Company until the next annual meeting of the shareholders.			
4.	To authorise, in accordance with section 138(6) of the Companies Act 2001, Mr. M. A. Louis Guimbeau to continue to hold office as a Director of the Company until the next annual meeting of the shareholders.			
5.	To appoint, as Director of the Company to hold office until the next annual meeting of the shareholders, Mrs. Aïsha C. Timol who was nominated by the Board of Directors on 30 June 2023.			
6-16	To re-elect, as Directors of the Company to hold office until the next annual meeting of the shareholders, the following persons who offer themselves for re-election (as separate resolutions):			
6.	Mr. P. Arnaud Dalais			
7.	Mr. Sébastien Coquard			
8.	Mr. Guillaume Dalais			
9.	Mr. Jean-Pierre Dalais			

10.	Mr. Marc Dalais			
11.	Mr. R. Thierry Dalais			
12.	Mr. L. J. Jérôme De Chasteauneuf			
13.	Mr. Roger Espitalier Noël			
14.	Mr. J. Harold Mayer			
15.	Mrs. Catherine McIlraith			
16.	Mr. Jean-Louis Savoye			
17.	To take note of the automatic re-appointment of PricewaterhouseCoopers Ltd as auditor of the Company for the financial year ending 30 June 2024, in accordance with section 200 of the Companies Act 2001 and to authorise the Board of Directors of the Company to fix their remuneration.			
18.	To ratify the remuneration paid to the auditor for the financial year ended 30 June 2023.			
AS SPECIAL BUSINESS – RESOLUTION TO BE ADOPTED AS ORDINARY RESOLUTION – ISSUE OF SHARES		FOR	AGAINST	ABSTAIN
19.	“THAT the Board of Directors of CIEL (the “Board”) be authorised to issue up to a maximum of 16,899,012 (sixteen million eight and ninety-nine hundred thousand and twelve) Ordinary Shares of no par value in respect of the Employee Share Scheme and Employees Phantom Share Scheme, whose the terms and conditions are defined under Appendix A, and, THAT such new shares be listed on the Official Market of The Stock Exchange of Mauritius Ltd upon their issue, ranking pari passu with the existing Ordinary Shares of no par value.”			

Signed this day of 2023.

Signature (s)

Notes:

- a) A shareholder of the Company entitled to attend and vote at the Meeting may appoint a proxy, whether a member or not, to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company.
- b) If the instrument appointing the proxy is returned without an indication as to how the proxy shall vote on any resolution, the proxy shall exercise his/her discretion as to whether, and if so, how he/she votes.
- c) The duly signed proxy form shall be deposited at the Company's Share Registry & Transfer Office, MCB Registry & Securities Limited, Ground Floor, Raymond Lamusse Building, 9-11 Sir William Newton Street, Port Louis, not less than 24 hours before the meeting, and in default, the instrument of proxy shall not be treated as valid.