

## **Notice of Special Meeting of the Company**

Notice is hereby given that a Special Meeting of ABC Banking Corporation Ltd (the "Company") will be held at ABC Private Banking Lounge, Sir Jean Moilin Court, Royal Road, Port Louis, on **Wednesday, 17 April 2019 at 14.00** for the purpose of considering, and, if thought fit approving, with or without modifications, the following resolutions:

### **1. ORDINARY RESOLUTIONS**

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In accordance with Rule 4(3) of the Securities (Preferential Offer) Rules made under the Securities Act 2005, it is hereby **RESOLVED THAT:**

- a) The MUR 2,000,000,000 Medium Term Note Programme be approved.
- b) The Board of Directors be and is hereby authorized to:
  - i. Issue and allocate a first series of MUR 500,000,000 Tier 2 qualifying 6-years notes (the "Notes"), with the option of increasing the series to MUR 600,000,000 in case of oversubscription of the issue, at a price of MUR 1,000,000 per Note.
  - ii. Determine the interest rate on the Notes according to prevailing market conditions and the Bank's best interest.

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BY ORDER OF THE BOARD.

ABC Professional & Secretarial Services Ltd  
Company Secretary  
Per Mahesh Ittoo, *ACIS*

1 April 2019

A member of the Company entitled to attend and vote at this meeting but who is unable to attend may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company. The appointment should be made in writing and the instrument (*copy annexed*) must be deposited at the registered office of the Company, WEAL House, Duke of Edinburgh Avenue, Place D'Armes, Port Louis not less than 24 hours before the meeting.

**PROXY FORM**

I / We ..... of ..... being a member / members of ABC Banking Corporation Ltd, hereby appoint ..... of ..... or failing him / her ..... of ..... as my / our proxy to vote for me / us on my / our behalf at the Special Meeting of the Company to be held on Wednesday 17 April 2019 or at any adjournment thereof.

I/We desire my/our vote(s) to be cast on the Ordinary Resolutions as follows:

		<b>For</b>	<b>Against</b>	<b>Abstain</b>
(a)	Approval of the MUR 2,000,000,000 Medium Term Note Programme			
(b)	To authorise the Board to:			
	i. to issue and allocate a first series of MUR 500,000,000 Tier 2 qualifying 6-years notes (the "Notes"), with the option of increasing the series to MUR 600,000,000 in case of oversubscription of the issue, at a price of MUR 1,000,000 per Note.			
	ii. Determine the interest rate on the Notes according to prevailing market conditions and the Bank's best interest.			

Signature: .....

Signed this ..... day of April 2019



## **SUMMARY OF TERMS OF PREFERENTIAL OFFER**

The Bank is seeking to create a MUR 2,000,000,000 Medium Term Note Programme (the “Programme”) and issue a first series of MUR 500,000,000 Tier 2 qualifying 6-year notes (the “Notes”), with the option of increasing the series to MUR 600,000,000 in case of oversubscription of the issue, that will serve to fund its growth strategy as well as optimize its capital base.

The Notes will be issued by way of private placement to selected institutional investors only, at a price of MUR 1,000,000 per Note. The interest rate on the Notes will be determined by the Board according to prevailing market conditions and the Bank’s best interest. The Notes are expected to be issued no later than 30 April 2019.

The terms and conditions of the Notes do not carry voting rights and the issue of such Notes will be non-dilutive to current ordinary shareholders so that the proposed allottees will not hold any part of the ordinary share capital of the Bank. There will, therefore, be no change in control in the Bank, subsequent to the preferential offer and no change in the shareholding pattern after the issue of the Notes. No preferential offer of the Notes has been made during the year.