



C-CARE (MAURITIUS) LTD
(“C-CARE” or the “Company”)

SHARE DEALING POLICY (“the Policy”)
(Version 2.0)

Confidentiality:	Public		
Policy Owner:	CIEL Corporate Services Ltd - Company Secretary		
Policy Contact:	Reshma Curpen on rcurpen@cielgroup.com		
Effective Date:	12.11.2018		
Last Reviewed Date:	CGERNC: 14.09.2022 Board: 20.09.2022	Next Review Date:	June 2024

1. DEFINITIONS

Applicable Employee	means an employee of C-CARE, its subsidiary or parent undertaking who, together with that employee's family, has a holding or interest, directly or indirectly, in 0.5% or more of a class of C-Care's shares; and is likely to be in possession of unpublished price sensitive information in relation to C-CARE because of his or her employment in C-CARE, its subsidiary or parent undertaking, irrespective of his or her holding or interest.
Associate	<p>In relation to a director of C-CARE, chief executive or controlling shareholder who is an individual, means:</p> <ul style="list-style-type: none">(i) his spouse and a person living 'en concubinage' under the common law, any child or stepchild under the age of 18 years of the director of C-Care, chief executive or controlling shareholder ("together the individual's family");(ii) the trustees (acting as such) of any trust of which the individual or any of the individual's family is a beneficiary or discretionary object;(iii) any company in the equity capital of which the individual and/or any member or members of the individual's family (taken together) are directly or indirectly interested so as to exercise or control the exercise of 20 per cent or more of the voting power at meetings of shareholders, or to control the appointment and/or removal of directors holding a majority of voting rights at board meetings on all or substantially all matters, and any other company which is its subsidiary.
Board	means Board of Directors of C-CARE.
C-CARE or the Company	means C-Care (Mauritius) Ltd (formerly known as The Medical and Surgical Centre Limited), a public company listed on the Development Enterprise Market ('DEM') of the Stock Exchange of Mauritius Ltd since August 2006 and is registered as a "Reporting Issuer" with the Financial Services Commission since the promulgation of the Securities Act 2005.
Close Period	<p>means</p> <ul style="list-style-type: none">(a) the period of one month preceding the publication of C-CARE's annual results (or, if shorter, the period from its financial year end to the time of publication);(b) the period of one month immediately preceding the notification of C-CARE's interim (quarterly) results to the SEM or, if shorter, the period from the relevant financial period end up to and including the time of the notification; and

- (c) any other period when C-CARE is in possession of unpublished price sensitive information; or
- (d) any time it has become reasonably probable that such information will be required by these rules to be notified to the SEM or by way of press release.

Dealing includes any sale or purchase, or any agreement for the sale or purchase of any securities of the company and the grant to, or acceptance by such person of any option relating to such securities or of any other right or obligation, present or future, conditional or unconditional, to acquire or dispose of any such securities, or the acquisition, disposal, exercise or discharge of, or any dealing with, any such option, right or obligation in respect of such securities.

Officer of C-CARE means a chief executive, a chief financial officer, a chief financial controller, an executive, a company secretary, of C-CARE or of its subsidiary or parent undertaking, who has access to price sensitive and privileged information in the normal course of business.

2. INTRODUCTION

- 2.1 The persons listed below shall not, and C-CARE must ensure, that they do not engage in or be involved in any manner whatsoever in any dealing of C-CARE's securities during a Close Period:
- (a) C-CARE directors;
 - (b) Associates of C-CARE directors;
 - (c) Applicable Employees of C-CARE;
 - (d) Associates of the Applicable Employees of C-CARE;
 - (e) Officers of C-CARE; and
 - (f) Associates of Officers of C-CARE
(Altogether referred to as the "Parties")
- 2.2 The aim of the Policy is to provide clear guidance to the Parties on the practice to be followed when dealing in shares of the Company to avoid the abuse of price-sensitive information by insiders having likely access to such information when dealing in the Company's shares (insider dealing).
- 2.3 Parties, and more generally, any person in possession of unpublished price-sensitive information in relation to C-CARE, wishing to deal in the securities of C-CARE must comply with the statutory provisions concerning insider dealing as defined in the Companies Act 2001, Securities Act 2005 and the DEM Rules of the Stock Exchange of Mauritius.

3. NOTIFICATION OF SHARE DEALINGS AND DISCLOSURE OF INTERESTS IN SHARES

3.1 Notifications of Share Dealings

(i) Directors of C-CARE and their Associates

In line with the Model Code for Securities Transactions by Directors of Listed Companies, the directors of C-CARE and their Associates, **should not deal** in any securities of C-CARE **without the concerned director first notifying the chairman of the Board** (or other director(s) of C-CARE appointed for that specific purpose) in advance, and receiving a dated written acknowledgement.

In his/her own case, the chairman of the Board of C-CARE should first notify the directors at a board meeting or by email, or alternatively notify the other director(s) appointed for that purpose in advance and receive a dated written acknowledgement. The company secretary must be copied on all exchange of correspondence to that effect.

(ii) Officer/s of C-CARE and their Associates

Officer/s of C-CARE and their Associates **should not deal** in any securities of C-CARE **without the concerned Officer first notifying the chairman of the Board** of C-CARE in advance and receiving a dated written acknowledgement.

(iii) Applicable Employee/s of C-CARE and their Associates

Applicable Employee/s of C-CARE and their Associates **should not deal** in any securities of C-CARE **without the concerned employee first notifying the company secretary of C-CARE** in advance. The company secretary shall seek the approval from the Chairman and send a dated written acknowledgement to the relevant Applicable Employee/s.

3.2 Disclosure of Interests

Directors of C-CARE, Applicable Employees and Officers of C-CARE shall disclose their direct and indirect interests in the shares of C-CARE (as well as the interests of their Associates) to the company secretary of C-CARE. The company secretary shall ensure that the interests register is up to date at all times.

4. ABSOLUTE PROHIBITION IN SHARE DEALINGS AND DISCLOSURE OF INFORMATION

4.1 Parties must not deal in the shares of the Company

- (i) within a Close Period, or
- (ii) at any time when he/she is in possession of unpublished price sensitive information that would, if publicly known, be likely to have a material effect on the price or value of the Company's share or influence persons who commonly invest in securities whether to buy or sell shares in the Company.

4.2 The Parties shall ensure that no recipient, to whom sensitive and confidential information of the Company has been shared and disclosed, including professional advisers, prospective underwriters of an issue of the Company's securities, providers of funds or loans, placees of the balance of a rights issue not taken up by the Company's shareholders and any other person/s with a need to know, with whom the Company is negotiating with a view to effecting a transaction or raising finance, should not deal in the Company's securities before the information has been made available to the public.

(NB: Insider dealing rules restrict the buying and selling of shares in other listed companies, where the Parties are in possession of unpublished price-sensitive information in these companies).

4.3 Any director, Officer or Applicable Employee of C-CARE who tips off and leaks confidential inside information relating to the Company that is not yet available to the public to third parties to enable them to use such information to make or potentially make a financial gain or to avoid a loss out of the trade of the Company's securities shall be liable for breach of his or her duties towards the Company.

5. EXCEPTIONS

The prohibition on directors, Officer/s and Applicable Employee/s of C-CARE from dealing in securities of C-CARE during the Close Period, which is in all respect, an absolute prohibition, save for the provision of this clause, may in exceptional circumstances such as for example, where a genuine and pressing financial commitment must be met, be lifted, provided that the said directors, Officer/s or Applicable Employee/s comply with the notification procedures provided under Clause 3 above.

6. POLICY REVIEW

The Policy must be reviewed at least once every two years or more frequently if required to align with changes to the business and/or regulatory environment.

7. POLICY ADMINISTRATION

7.1 Version Control

Date	Author Name & Title	Version	Summary of changes (if any)
November 2018	Reshma Curpen for CIEL Corporate Services Ltd, Company Secretary	1.0	
07.07.2022		2.0	Changes brought to the definition of Officers to include Applicable Employees. Alignment with the template of CIEL limited to ensure Group alignment.
14.09.2022	Corporate Governance, Ethics, Remuneration & Nomination Committee ("CGERNC")	2.0	

7.2 Approval

Version	Name of Approving Authority	Date of Approval	Effective Date
1.0	Board	12.11.2018	12.11.2018
2.0	Board	20.09.2022	20.09.2022

The Policy has been approved by the Board of Directors of C-CARE on 20 September 2022 and is to be strictly complied by the Parties.

SCHEDULE 1**Indicative Timetable of Financial Publications/Declaration of Dividend**

Event	Month	Close Period
Declaration/payment of dividend	Conditional to Board approval	One month before Board approval
Publication of first quarter results	Mid -November	Mid-October to Mid-November
Publication of half-yearly results	Mid- February	Mid-January to Mid-February
Publication of third quarter results	Mid- May	Mid-April to Mid-May
Publication of full year results	Mid- September	Mid- August