

# COMMUNIQUÉ: Long Term Investment Plan (LTIP)

1. Further to the Listing Particulars issued on the 22<sup>nd</sup> March 2013 and following a unanimous resolution of the shareholders and directors dated 31<sup>st</sup> October 2012, the shareholders and directors had respectively approved a resolution authorizing the directors of Bayport Management Limited (BML) to issue up to eight hundred and forty nine thousand (849 000) ordinary shares of \$0.001 each of BML to some of its senior employees and directors.

165,971 Ordinary Shares have already been issued to senior employees and out of which 144,059 Ordinary Shares have already been listed on the Stock Exchange of Mauritius Ltd (SEM).

2. The shares issued under the LTIP shall be issued under the following awards:

- **Gifted Award**

A Gifted Award is a conditional award of Shares, the vesting of which depends upon the satisfaction of certain Performance Targets.

The vesting of the Shares will be in three equal installments. The first, second and third vesting date shall be around three, four and five years after the Participant has entered into the Gifted Award.

- **Purchased Award**

A Purchased Award is an arrangement under which BML sells to an employee and or director Shares and the shares shall vest on the day they are purchased.

- **Funded Award**

A Funded Award is when BML advance a loan to the employee and/ or director to purchase Shares in BML and the loan shall bear 13% interest. The repayment of the loan shall be effected on the 3<sup>rd</sup>, 4<sup>th</sup> and 5<sup>th</sup> year the Participants entered the Funded Award.

3. If a Participant ceases to hold office or employment with BML or in a Group Member for any reason whatsoever;

- (i) his Gifted Awards (to the extent not Vested) shall thereupon lapse.
- (ii) BML shall within six months of the cessation of employment have the option to buy the shares vested under the Gifted, Purchased and Funded Award.

4. Once issued, the Shares shall rank 'pari passu' as to dividend, capital, voting rights and in all other respects with the existing shares of BML.
5. The listing executive committee of the Stock Exchange of Mauritius Ltd has given its approval on the 6th of September to the block listing of up to 704 941 new ordinary shares to be issued in accordance with the LTIP.
6. Copies of the information note of BML will be made available for inspection during normal office hours at its physical office, situated at 3rd Floor, Ebene Skies, Rue De L'institut, Ebene, Mauritius, for at least 14 days, from the date of publication of this notice.

**By Order of the Board  
DTOS Ltd  
Secretary  
6<sup>th</sup> September 2013**

*This notice is pursuant to Listing Rule 11.3. The Board of Directors of Bayport Management Limited accepts full responsibility for the accuracy of the information contained in this notice.*