



SIMPLIFIED PROSPECTUS

Public Offer
Floating Rate Senior Unsecured Notes

Simplified Prospectus

in relation to the issue and listing of
2 million Notes representing an aggregate principal amount of MUR 2,000,000,000
on the
Official List of the Stock Exchange of Mauritius Ltd
by

MCB Group Limited
("MCB Group" or the "Issuer")

A public company limited by shares incorporated on 5 August 2013 in the Republic of Mauritius, bearing business registration number C13117853 and having its registered office at Sir William Newton Street, Port Louis, Mauritius

Dated 15 December 2017

I. INTRODUCTION

This Simplified Prospectus provides a summary of the information set out in the Prospectus in relation to the issue of 2 million Floating Rate Senior Unsecured Notes due 2023 (the “Notes”) at an issue price of MUR 1,000 each by MCB Group. The Notes will be admitted on the Official List of the Stock Exchange of Mauritius Ltd (“SEM”). The Prospectus is deemed to be the listing particulars for the purposes of the SEM Listing Rules, thereby providing information to the general public to subscribe to the Notes to be issued by MCB Group.

The Prospectus and the Simplified Prospectus have been prepared in compliance with Chapter 9 part B of the Listing Rules, the Securities Act 2005 and the Securities (Public Offers) Rules 2007. The Simplified Prospectus and the Prospectus have been registered with the Financial Services Commission (“FSC”).

Neither the Listing Executive Committee, the SEM nor the FSC assume any responsibility for the contents of this document, make any representation as to the accuracy or completeness of any of the statements made or opinions expressed therein and expressly disclaim all liability whatsoever for any loss arising from or in reliance upon the whole or any part of the contents of the Prospectus and this Simplified Prospectus.

The Board of the Issuer accepts full responsibility for the information contained herein. To the best of the knowledge and belief of the directors, who have taken all reasonable care to ensure that such is the

case, the information provided in this document is in accordance with the facts and contains a fair summary of the key information set out in the Prospectus.

The Notes, the Prospectus and the Simplified Prospectus have not been registered under the United States Securities Act of 1933, as amended, or the United States Investment Company Act of 1940, as amended and may not be offered, sold or delivered in the United States of America, or to or for the account of a US Person (as defined in the Prospectus). Any such investor should consult their own legal, tax and other advisers to determine whether an investment in the Notes could result in adverse consequences to the investor or its related persons and affiliates. All US Persons may have United States tax consequences arising from an investment in the Notes.

The Simplified Prospectus only aims to provide to Prospective Investors a brief summary of the key aspects of the Issue. The full Prospectus is available for consultation on request during business hours, free of charge, at the office of the persons listed at paragraph 8. The Simplified Prospectus is available for download from the Issuer’s website. Prospective Investors are recommended to read through the entire Prospectus in consultation with their banker, stockbroker, legal adviser, accountant or other professional advisor for an expanded and more complete appreciation of the contents and the terms of the Prospectus and this Simplified Prospectus.

2. DIRECTORY

Function	Company	Address	Contact details
Issuer	MCB Group Limited	Sir William Newton Street, Port-Louis	 +230 202 5000  mcbgroup@mcb.mu  www.mcbgroup.com
Secretary	MCB Registry & Securities Ltd	Sir William Newton Street, Port-Louis	 +230 202 5397  mcbrs@mcbcm.mu  www.mcbcapitalmarkets.mu
Auditors/Public Accountant	PwC Chartered Accountants	18 CyberCity, Ebène, Réduit	 +230 404 5000  +230 404 5088/89  www.pwc.com/mu
Noteholders’ Representative	La Prudence Mauricienne Assurances Ltée	2 nd Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius	 +230 207 5238  +230 211 6008  www.laprudence.com
Registrar, Calculation, Transfer and Paying Agent	MCB Registry & Securities Ltd	Sir William Newton Street, Port Louis	 +230 202 5397  mcbrs@mcbcm.mu  www.mcbcapitalmarkets.mu
Arranger	MCB Capital Markets	Sir William Newton Street, Port-Louis	 +230 202 5000  mcbfa@mcbcm.mu  www.mcbcapitalmarkets.mu
Investment Dealer/ Sponsoring Broker	MCB Stockbrokers Ltd	Sir William Newton Street, Port Louis	 +230 202 5555  mcbsb@mcbcm.mu  www.mcbstockbrokers.mu

3. DESCRIPTION OF THE ISSUER

MCB Group Limited was incorporated on 5 August 2013 and, as part of the reorganisation of the activities of the Group, three main clusters were created, namely those of banking, non-bank financial and other investments. The Issuer holds, directly or indirectly, all the investments in the subsidiaries and associates of the Group.

The Issuer is an integrated banking and financial services provider, offering

a comprehensive range of tailored and innovative solutions to its retail, corporate and institutional clients. The Group’s rich history, commitment to its clients, innovative culture and high quality employees underpin its solid franchise and long track record of sustained profitability.

Listed since 1989 on the Official Market of the SEM, MCB until 2014, and thereafter MCB Group, is one of the most traded stocks and

represents around 25% of the total capitalisation of companies listed on the local stock exchange (based on the SEMDEX). MCB Group is one of the largest listed company in Mauritius.

A more detailed picture of the Issuer, including its group structure, business segments, shareholder information, financial information and directors' profiles, is provided in the Prospectus.

4. DIRECTORS' STATEMENT

The directors of the Issuer, collectively and individually accept full responsibility for the accuracy and completeness of the information contained in this Simplified Prospectus and the Prospectus and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no facts the omission of which would make any statement herein misleading.

The directors have unanimously approved the Issue and the terms and conditions of the Simplified Prospectus and the Prospectus. The directors accept responsibility for the contents of the Prospectus and the Simplified Prospectus and of the accounts of the Issuer, which have been prepared in accordance with the Companies Act, the Securities Act 2005 and the relevant accounting standards.

The complete statement issued by the directors can be viewed in the Prospectus.

5. BACKGROUND TO THE ISSUE

MCB Group is diversifying its activities by broadening its offering of non-banking financial services and is playing an increasingly prominent

6. SUMMARY AND OVERVIEW OF THE ISSUE

The full Terms and Conditions of the Notes are as laid down in the Prospectus. Below is a high level summary and overview of the salient points therein.

1. Issuer	MCB Group Limited
2. Country of incorporation	Republic of Mauritius
3. Instrument	Floating Rate Senior Unsecured Notes due 2023
4. Currency	MUR
5. Offer Mode	Public offer in accordance with the Securities Act 2005 and the Securities (Public Offer) Rules 2007
6. Purpose	The proceeds from the issuance of the Notes will be used to provide funding for: <ol style="list-style-type: none"> 1. The COVIFRA Transaction and the subsequent mandatory offer; and 2. Other strategic initiatives of the Issuer's non-banking financial services cluster. Please refer to paragraph 5 above (<i>Background to the Issue</i>) for a description of the Issuer's real estate investment strategies
7. Aggregate Principal Amount	MUR 2 billion
8. Principal Amount per Note	MUR 1,000
9. Issue Price	100% of the Principal Amount
10. Minimum Subscription Amount	MUR 50,000, subject to discretionary allotment by the Issuer in the event of oversubscription
11. Redemption Amount	100% of the Principal Amount

role in the region and beyond. As part of its diversification initiative, on the 26th October 2017:

- The Issuer announced its intention to implement its real estate investment strategy. Under this strategy, the Issuer, through MCBRA or other wholly owned subsidiaries (each an "Investment Vehicle"), will act as the seed investor for the acquisition of prime real estate yielding assets in Mauritius. In due course, investors will be given the opportunity to participate in the Investment Vehicles; and
- MCBRA completed the acquisition of an 84.43% stake in Compagnie de Villages de Vacances de L'Isle de France ("COVIFRA") at an ex-dividend price per share equal to MUR 22.50 and for a consideration of c. MUR 1.1 billion (the "COVIFRA Transaction"). Following the completion of the COVIFRA Transaction, MCBRA is required to make a mandatory offer to acquire the shares of the minority shareholders of COVIFRA in accordance with the Securities (Takeover) Rules 2010.

The proceeds from the issuance of the Notes will be used to provide funding for:

- 1) The COVIFRA Transaction and the subsequent mandatory offer; and
- 2) Other strategic initiatives of the Issuer's non-banking financial services cluster.

From the estimated net proceeds, up to MUR 1.3 billion will be applied by the Issuer for the COVIFRA Transaction and the subsequent mandatory offer and the remaining amount will be applied for other strategic initiatives specified in (2) above.

12. Interest Rate	The Repo Rate, which at the date of this Prospectus is 3.50%
13. Interest Payment Frequency	Quarterly in arrears
14. (a) Offer Start Date/Time	Wednesday 20 December 2017, 9 a.m.
(b) Offer End Date/Time	Thursday 11 January 2018, 2 p.m.
(c) Allotment & Announcement Date	Friday 19 January 2018, 3 p.m.
(d) Payment Date	Monday 22 January 2018
(e) Issue Date	Monday 22 January 2018
(f) Interest Commencement Date	Monday 22 January 2018
(g) Date of listing and first trading	Tuesday 23 January 2018
(h) Maturity Date	22 January 2023
(i) Interest Payment Date	Quarterly in arrears and will occur on 22 January, 22 April, 22 July and 22 October in each year (subject to adjustment in accordance with the Following Business Day Convention) and starting on the 22 nd April 2018
15. Form of Notes	<p>The Notes will be issued in inscribed form. No certificates will be issued.</p> <p>Legal ownership of the Notes will, upon listing on the Official Market of the SEM, be reflected in book entries recorded by the CDS and such records shall constitute the definitive evidence of the title of the Noteholder to the number of Notes shown in his CDS Account</p>
16. Status of the Notes	<p>The Notes will constitute senior unsecured obligations of the Issuer and will rank as follows:</p> <ol style="list-style-type: none"> 1. Senior to any subordinated creditors of the Issuer including the holders of Subordinated Notes; 2. <i>Pari passu</i> with other unsecured creditors of the Issuer; 3. <i>Pari-passu</i> amongst themselves; and 4. Senior to all classes of the share capital of the Issuer
17. Early Redemption	Neither the Issuer nor the Noteholders can redeem the Notes prior to the Maturity Date
18. Taxation	<ul style="list-style-type: none"> • Interest paid by the Issuer to a Noteholder which is a resident company will be subject to income tax at the current rate of fifteen percent (15%) p.a. Interest paid by the Issuer to a Noteholder who is an individual, société, succession or non-resident company, will be exempted from income tax • Where interest is paid on listed Notes to a Noteholder other than an individual, société, succession or a company, the Issuer (acting through the Agent) will be required by the Income Tax Act 1995 to deduct income tax at source at the current rate of fifteen percent (15%) p.a. (subject to any double taxation agreement in force between Mauritius and the foreign country where the Noteholder is resident)
19. Listing	The Prospectus has been approved by the LEC on 15 December 2017 and the Notes will be listed on the Official Market of the SEM with first day of trading being 23 January 2018
20. Registrar, Calculation, Transfer and Paying Agent	MCB Registry & Securities Ltd
21. Noteholders' Representative	La Prudence Mauricienne Assurances Limitée
22. Governing Law	Laws of the Republic of Mauritius
23. Jurisdiction	Arbitration under the rules of the LCIA-MIAC

7. TRANSACTION COSTS

An application has been made for a listing of the Notes on the Official Market of the SEM. The estimated cost for the admission of the Notes to the Official Market of the SEM is as follows:

Details	Amount (MUR)
Total fees to functionaries appointed (incl.VAT)	14,000,000
SEM fees	95,000
FSC Fees	100,000
Total	14,195,000

Expenses relating to the listing of the Notes shall be borne solely by the Issuer.

The net proceeds after deducting the estimated cost of admission above are estimated at MUR 1.986 billion.

8. RISK FACTORS

Prior to making an investment decision, Prospective Investors in the Notes should carefully consider, along with the information contained in this Simplified Prospectus, the various risk factors associated with an investment in the Republic of Mauritius, the Issuer and the Notes. A full and detailed explanation of these risks can be found in the Prospectus. For the purposes of this Simplified Prospectus, only some of those risks and uncertainties have been explained below (the information given below is as at the date of this Simplified Prospectus) and Prospective Investors are highly encouraged to consider the detailed explanation of all risks set out in the Prospectus prior to making a decision to subscribe to the Notes.

(a) Risk factors relating to general economic conditions

The health of the local banking industry is directly related to conditions in the global economic, political and social environment. Any slowdown in economic growth, be it domestic or foreign, could adversely affect the Issuer's financial performance.

(b) Deferral of interest

Any actual or anticipated deferral of interest payments will likely have an adverse effect on the market price of the Notes. As a result of the interest deferral provision of the Notes set out in Condition 6.6 of the Prospectus, the market price of the Notes may be more volatile than the market price of other debt securities on which interest accrues that are not subject to such deferral and may be more sensitive generally to adverse changes in the Issuer's financial condition.

(c) Market risk

The risk arising from a change in the market value of a portfolio of financial instruments caused by adverse movements in market variables such as equity, bond and commodity prices, currency exchange and interest rates, affecting the ability of counterparties in that country to meet their financial obligations.

(d) Credit risk of the Issuer

The Notes bear the credit risk of the Issuer. Prospective Investors should be aware that they may incur losses should the Issuer fail to satisfy the terms of its obligation with respect to making timely principal and interest payments.

(e) Exchange rate risks

The Issuer will pay principal and interest on the Notes in MUR. This presents certain risks relating to currency conversion if an investor's financial activities are denominated principally in a currency unit other than in MUR.

These include the risk that exchange rates may significantly change (including changes due to depreciation of MUR or appreciation/revaluation of the investor's currency) and the risk that authorities with jurisdiction over the investor's currency may impose or modify exchange controls. An appreciation/revaluation in the value of the investor's currency relative to MUR would decrease:

- the investor's currency equivalent yield on the Notes;
- the investor's currency equivalent value of the principal payable on the Notes; and
- the investor's currency equivalent market value of the Notes.

(f) Interest rate risk

The rate of interest applicable to the Notes will be based on the Repo Rate and allows the Noteholder to benefit from any increase in the Repo Rate. Noteholders may benefit from a lower interest payment due to a reduction in interest rates.

(g) Amendment or review of prevailing laws

This Simplified Prospectus, the Prospectus, the Notes and the Terms and Conditions are governed by, and will be construed in accordance with, the laws of Mauritius. No assurance can be given as to the impact of any possible judicial decision or amendment and, or review of the laws of Mauritius or administrative practice in Mauritius after the Issue.

(h) Risk factors relating to Real Estate

The proceeds from the Issue are being raised to finance, amongst others, the COVIFRA Transaction. Although the transaction has been structured to mitigate the risks inherent to the hospitality industry, a slowdown could affect the rental income received by MCBRA. To the extent that MCBRA may invest in other commercial real estate sectors or embark on other investment strategies, it will be exposed to the risks inherent to these sectors. Typically, these risks relate to the general economy and the tenants' ability to pay the rent.

(i) The Notes may not be a suitable investment for all investors

Each Prospective Investor must determine the suitability of the investment in light of its own circumstances. In particular, each Potential Investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated in the Documents Incorporated by Reference;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact such an investment will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including where principal or interest payable is different from the currency in which the Potential Investor's activities are principally denominated;
- understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant indices and financial markets; and

- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

- An original of a recent (dated within the last three months) utility bill (CEB, CWA, Mauritius Telecom); and
- An original of a recent (dated within the last three months) bank statement showing the applicant's name and bank account number.

9. PROCEDURES

(a) Proposed Timetable

Offer Start Date/Time	Wednesday 20 December 2017, 9 a.m.
Offer End Date/Time	Thursday 11 January 2018, 2 p.m.
Allotment & Announcement Date	Friday 19 January 2018, 3 p.m.
Payment Date	Monday 22 January 2018
Issue Date	Monday 22 January 2018
Interest Commencement Date	Monday 22 January 2018
Date of listing and first trading	Tuesday 23 January 2018

(b) Application Procedures

Applications for subscription may only be made on the prescribed form accompanying this Simplified Prospectus and/or the Prospectus.

Applications may only be made by persons over 18 years old. However, a parent or guardian of a minor may apply for the benefit of the minor.

Amounts invested shall be equal to at least the Minimum Subscription Amount, subject to the discretionary right of the Issuer on allotment in the event of oversubscription.

Non-Individual applicants should sign under the hand of a duly authorised official whose representative capacity must be stated. Non-residents, not being a US Person, may apply to this Issue.

Copies of the Prospectus are available for inspection, and this Simplified Prospectus and Application Forms are available for collection, at:

- MCB Stockbrokers Ltd,
Sir William Newton Street,
Port-Louis, Mauritius
- All MCB branches

The Simplified Prospectus is available for download on the Issuer's website www.mcbgroup.com.

Payment for the Notes may be made by completing a bank transfer form or by cheque made to "MCB Group Limited", crossed account payee.

Completed Application Forms and required documents, together with the cheque or bank transfer form should reach:

MCB Stockbrokers Ltd,
Sir William Newton Street,
Port-Louis, Mauritius

not later than 2 p.m. on 11 January 2018

(c) Financial Intelligence and Anti-Money Laundering Act 2002 & Code on the Prevention of Money Laundering and Terrorist Financing

In line with anti-money laundering legislation, Prospective Investors are required to provide the following documents along with their respective Application forms.

Individual applicant/joint applicant

For each applicant:

- An original of a National Identity Card or of a valid passport or of birth certificate (for minors);

Corporate applicant

- Official documents certifying the legal existence of the applicant;
- Documents certifying the identity of at least two directors (same as for an individual applicant – see above); and
- A resolution of the board of directors or managing body, granting the relevant authority to the signatories.

An applicant may call personally at MCB Stockbrokers Ltd or any MCB branch with the stipulated original documents and their respective officers will certify the copies accordingly.

Alternatively, the required documents can be certified as true copies by any one of the following persons: a notary, a lawyer, an actuary or an accountant holding a recognised professional qualification, a serving high ranked police or customs officer, a member of the judiciary, a civil servant, an employee of an embassy or consulate of the country of issue of documentary evidence of identity, and a director of a regulated financial services business in Mauritius.

Your application may be rejected if the documents mentioned above are not submitted together with your Application Form in respect of the Issue and the Issuer reserves the right to request any further document and/or information that it may determine.

(d) Allotment

Every applicant shall be issued with an allotment letter or notice of refusal, to confirm allotment of the Notes subscribed for or refusal of the application for the Notes (as the case may be) on the Allotment Date. Refunds will be made within two (2) Business Days after the Allotment Date by bank transfer to the account specified on the Application Forms. The Issuer will make necessary arrangement so that no bank charges be applied for bank accounts opened with MCB on these refunds but applicants must be aware that it may be subject to such charges by other banks.

(e) CDS account

Notes will be issued in inscribed form and will be credited directly to a CDS account in the name of the applicant(s). For existing CDS account holders, the Notes will be directly credited to the CDS account as specified on the Application Form. A copy of the CDS statement showing the specified CDS account number should be attached to the Application Form.

Subscribers, who do not hold a CDS account, must open an account with the investment dealer (stockbroker) of their choice.

If a CDS account is not specified or if the corresponding CDS statement is not attached to the Application Form, a CDS account in the name of the applicant(s) will be opened on behalf of the applicant(s) by MCB Stockbrokers Ltd.

10. GLOSSARY OF TERMS

Capitalised terms not otherwise defined hereinafter shall have the meaning ascribed to them in the Prospectus. In this Simplified Prospectus the words in the first column of the following table shall bear the meanings set opposite them respectively in the second column, if not inconsistent with the subject or context:

Agent	The entity acting as registrar, calculation, paying and transfer agent under the Agency Agreement
Aggregate Principal Amount	The total Principal Amount raised pursuant to the Issue
Allotment Date	The date on which all successful Prospective Investors will be notified of their allotment by way of an allotment letter sent by email and/or by post. The Allotment Date has been scheduled for 19 January 2018
Application Form	The application form approved by the Issuer for subscription of Notes
Board	The board of directors of the Issuer
Business Day	A day (other than a Saturday or Sunday or public holiday) on which commercial banks settle MUR payments in Mauritius
CDS	Central Depository & Settlement Co. Ltd
Companies Act	The Companies Act 2001 of the Republic of Mauritius, as amended from time to time
Condition	A term and condition specified in the Paragraph ' <i>Terms and Conditions of the Notes</i> '
Following Business Day Convention	Has the meaning ascribed to it in the Prospectus
FSC	The Financial Services Commission
Group	The Issuer, its subsidiaries and associates
Interest Payment Date	Each date which occurs after a certain period following the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date
Investment Vehicle	Has the meaning ascribed to that term in paragraph 5
Issuer	MCB Group Limited, a public company incorporated under the laws of the Republic of Mauritius and having its registered office at Sir William Newton Street, Port Louis, Mauritius
Issue Price	In relation to a Note, one hundred percent (100%) of the Principal Amount
LEC	The Listing Executive Committee of the SEM
LCIA-MIAC	The London Court of International Arbitration - Mauritius International Arbitration Centre
MCB	The Mauritius Commercial Bank Limited
MCBRA	MCB REAL ASSETS LTD
Minimum Subscription Amount	MUR 50,000 subject to discretionary allotment by the Issuer in the event of oversubscription
Noteholders	The holders of Notes as recorded in the register maintained by the CDS
Noteholders' Representative	La Prudence Mauricienne Assurances Limitée, duly authorised to act on behalf of a Noteholder and appointed pursuant to the Noteholders' Representative Agency Agreement

Noteholders' Representative Agency Agreement	The agency agreement entered into between the Issuer and the Noteholders' Representative appointing the Noteholders' Representative with the aim of providing for the protection and enforcement of the rights and entitlements of Noteholders
Notes	The notes to be issued by the Issuer under the Prospectus
Payment Date	The date on which the Issuer receives the full amount of the subscription proceeds in cleared funds, being 22 January 2018
Principal Amount	The nominal amount of each Note specified on an allotment letter
Prospective Investor	An investor provided with the Prospectus or this Simplified Prospectus and considering an investment in the Notes
Repo Rate	The Key Repo Rate or any relevant successor benchmark as set from time to time by the Bank of Mauritius
SEM	The Stock Exchange of Mauritius Ltd
Simplified Prospectus	In relation to the Prospectus, this simplified prospectus prepared in accordance with Rule 5 of the Securities (Public Offers) Rules 2007
Subordinated Notes	The Floating Rate Subordinated Notes due 2023 issued by the Issuer under a listing particulars dated 12 th June 2015 (LEC/1/02/2015)
Terms and Conditions	The terms and conditions incorporated in the Paragraph headed " <i>Terms and Conditions of the Notes</i> " under which the Notes will be issued



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