



**NOTICE OF THE 9th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
GONDWANA HOLDINGS LIMITED (REG. NO 2017/1055)**

Notice is hereby given to the shareholders that the 9th Annual General Meeting (“AGM”) of Gondwana Holdings Limited (“the Company”) will be held on **Thursday, 23 July 2026** at **THE WEINBERG, WINDHOEK** at **18:00** in respect of the matters to be set out below.

The shareholders are requested to submit their RSVP indicating their attendance (whether online or in-person) by the proposed means by no later than **Monday, 13 July 2026** to the Company Secretary at fabiola.s@gcnam.com. The link for online attendance will be shared with the shareholders on **Tuesday, 21 July 2026**.

Proxy appointment for institutional shareholders and shareholders unable to attend:

Note: In accordance with Article 14.6. of the Articles of Association, each shareholder is entitled to appoint one or more proxies to attend, speak and vote in his stead and a nominated proxy need not be a shareholder of the Company.

The completed proxy appointment must be submitted by the proposed means by no later than **17:00 on Monday, 20 July 2026**.

1. Establishment of a quorum and apologies

D. Smuts

The quorum shall be 3 members entitled to vote either present in person or represented by proxy in accordance with Article 15.2 of the Articles of Association of the Company.

2. Ordinary Resolution 1

D. Smuts

Approval of Annual Financial Statements of Gondwana Holdings Limited for the period ended 28 February 2026

The Annual Financial Statements of the Company for the period ended 28 February 2026 are enclosed for the shareholders’ information.

The Board of Directors of the Company presents the audited Annual Financial Statements of Gondwana Holdings Limited as approved by the Board and subsequently recommends to the shareholders for approval thereof.



GONDWANA
HOLDINGS LIMITED
NAMIBIA

3. Ordinary Resolution 2

D. Smuts

Re-appointment of Auditors

In accordance with Article 15 of the Articles of Association of the Company, the election of the external auditor shall be considered at the Annual General Meeting of the Company and the Board of Directors propose that Ernst and Young Namibia is reappointed as the external auditor of the Company for the next financial period.

4. Ordinary Resolution 3

D. Smuts

Retirement by Rotation and Re-Election of Existing Non-Executive Directors

The Board of Directors endorse the reappointment of the directors below who have made themselves available for re-election as non-executive directors. The Board supports the re-election of the directors.

Ordinary Resolution 3.1

Whereas Mr. David Namalenga, a non-executive director of the Company, retires by rotation in terms of Article 24 of the Company's Articles of Association and who, being eligible, is available for re-election.

The Board of Directors propose that the shareholders approve the re-election of the non-executive director, Mr. David Namalenga who has retired by rotation and is available for re-election to the Board of Directors.

Ordinary Resolution 3.2

Whereas Mr. James Mnyupe, non-executive director of the Company retires by rotation in terms of Article 24 of the Company's Articles of Association and who, being eligible, is available for re-election.

The Board of Directors propose that the shareholders approve the re-election of the non-executive director, Mr. James Mnyupe who has retired by rotation and is available for re-election to the Board of Directors.

5. Ordinary Resolution 4 **D. Smuts**
Ratification of Appointment as New Non-Executive Directors

Ordinary Resolution 4.1

The Board of Directors proposes the ratification of the appointment of Ms. Baronice Hans as non-executive director of the Company appointed by the Board from 01 November 2025.

Ordinary Resolution 4.2

The Board of Directors proposes the ratification of the appointment of Ms. Nicole Maske as non-executive director of the Company appointed by the Board from 01 November 2025.

6. Ordinary Resolution 5
Proposal and Approval of Non-Executive Directors' Remuneration

G. Joubert

The Board proposes that an annual inflationary increase for non-executive directors' fees is considered by the shareholders at every AGM henceforth which percentage increase shall be subject to the shareholder's approval annually on recommendation of the Board.

The proposal aims to keep the fees aligned as closely as possible with remuneration benchmarks and to reduce the need for substantial increases to be proposed to shareholders in future.

The Board proposes a 5% increase in the retainer and meeting fees of the non-executive directors for the period from 01 August 2026 to the date of the next AGM in 2027.



GONDWANA
HOLDINGS LIMITED
NAMIBIA

| Proposed Fees for Approval in 2026/2027 Financial Year: (Board) | |
|--|--|
| Chairman of the Board: | Annual Retainer: 105,000.00 NAD Meeting Fees per sitting: 25,200.00 NAD |
| Non-Executive Directors: | Annual Retainer: 63,000.00 NAD Meeting Fees per sitting: 25,200.00 NAD |
| Proposed Fees for Approval in 2025 Financial Year: (Committees) | |
| Committee Chairs: (no differentiation between Committees) | Meeting Fees per sitting 31,500.00 NAD |
| Committee Members: (no differentiation between Committees) | No retainer. Meeting Fees per sitting 21,000.00 NAD |

7. Board Statement in relation to Dividends

D. Smuts

In light of the dividend declared on 28 February 2026 and paid in relation to the extended financial year ending February 2026, the Board proposes that no further dividend shall be declared at the AGM.

ISSUED BY THE CHAIRMAN OF THE BOARD OF DIRECTORS OF GONDWANA HOLDINGS LIMITED IN ACCORDANCE WITH ARTICLE 14.4 OF THE ARTICLES OF ASSOCIATION.

DATE: 23 June 2026

Dave Smuts

Chairperson of the Board of Directors