



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

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**1. NOTICE OF GENERAL MEETING**

Notice is hereby given to the shareholders that a General Meeting of Gondwana Holdings Limited ("the Company") will be held on **Thursday, 26 February 2026** at **WINDHOEK** at **18:00** for the purpose of considering and, if deemed fit, passing without modification, the resolution as set out in the accompanying Circular and in paragraph 3 below in the manner required by the Companies Act.

**2. AGENDA OF THE GENERAL MEETING**

- a. Opening of Meeting and Establishment of Quorum
- b. Introduction of Ordinary Resolution 1 and voting
- c. Adjournment of Meeting

**3. INFORMATION IN RESPECT OF ORDINARY RESOLUTION 1** (to be read with accompanying Circular)

ORDINARY RESOLUTION 1 – APPROVAL OF THE SHARE ISSUE AND AUTHORITY TO THE DIRECTORS

"RESOLVED AS AN ORDINARY RESOLUTION THAT, 10,400,000 (TEN MILLION AND FOUR HUNDRED THOUSAND) new ordinary shares (the "Placement Shares") in the Company be placed with the Board, to be issued to potential equity investors on the same class of shares as existing shares, at a subscription price of N\$10.00 per share;

AND RESOLVED FURTHER THAT the existing shareholders shall not participate in the Placement Shares pro-rata their shareholding;

AND RESOLVED FURTHER THAT the Board is granted the power and mandate to do all such things as may be necessary for or incidental to the implementation of Ordinary Resolution 1 and all such actions taken prior hereto be and are hereby ratified.

Reason and effect of Ordinary Resolution Number 1

The reason for and effect of Ordinary Resolution Number 1 is to grant the necessary approval for the Share Issue in terms of the Companies Act and to grant the requisite authority to any director to sign all such documents and do all such things as may be necessary, desirable or incidental for or to the implementation of the resolutions passed at the General Meeting.



#### **4. QUORUM**

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.

#### **5. APPOINTMENT OF PROXIES**

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 form together with an indication of your votes must be provided to the Company Secretary by the proposed means by no later than **17:00 on Monday, 23 February 2026.**

#### **6. ATTENDANCE**

The shareholders or duly appointed proxies are requested to submit their RSVP indicating their attendance [in person] by no later than **Friday, 13<sup>th</sup> of February 2026** to the Company Secretary at [fabiola.s@gcnam.com](mailto:fabiola.s@gcnam.com). Shareholders unable to attend in person are kindly requested to complete proxy forms to ensure representation at the meeting as online facilities unfortunately cannot be guaranteed.

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

**DATE: 23 January 2026**

A handwritten signature in black ink, appearing to read "Dave Smuts", with a stylized flourish at the end.

**Dave Smuts**

**Chairperson of the Board of Directors**

**Gondwana Holdings Limited**