



**NOTICE OF THE 6th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
GONDWANA HOLDINGS LIMITED (REG. NO 2017/1055)**

Notice is hereby given to the shareholders that the 6th Annual General Meeting ("AGM") of Gondwana Holdings Limited ("the Company") will be held on **27 April 2023** at **WINDHOEK** at **18:00** in respect of the following matters;

1. Establishment of a quorum and apologies

S. Galloway

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.

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 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, 24 April 2023.

The shareholders are requested to submit their RSVP indicating their attendance by no later than Friday, 21 April 2023 to the Company Secretary at legal@gondwana-collection.com alternatively the Executive Liaison Officer at assistance@gondwana-collection.com.

2. Adoption of the minutes of the previous AGM

S. Galloway

The minutes of the previous AGM (enclosed) are proposed for approval and adoption as a true reflection of the proceedings of the AGM held on 02 June 2022.

3. Ordinary Resolution 1

Approval of Annual Financial Statements of Gondwana Holdings Limited for the period ended 31 October 2022

S. Galloway

The Annual Financial Statements of the Company for the period ended 31 October 2022 are available at request 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.



4. Ordinary Resolution 2
Re-appointment of Auditors

S. Galloway

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 it is proposed that Ernst and Young Namibia is reappointed as the external auditor of the Company for the financial period ending 31 October 2023.

5. Ordinary Resolution 3
Retirement by Rotation and Re-election of Non-executive Director

S. Galloway

Whereas Mr Christiaan Johan Gouws 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, offers himself for re-election.

The Board of Directors propose that the shareholders approve the re-election of the non-executive director, Mr Christiaan Johan Gouws who has retired by rotation and have offered himself for re-election to the Board of Directors.

Whereas Mr Lukas Johannes Gouws, 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, offers himself for re-election.

The Board of Directors propose that the shareholders approve the re-election of the non-executive director, Mr Lukas Johannes Gouws who has retired by rotation and have offered himself for re-election to the Board of Directors.

6. Ordinary Resolution 4
Election of Nominees for Appointment as Directors

S. Galloway

The Board of Directors proposes the ratification of the following appointment as independent non-executive director of the Company;

Mr Eino Emvula - Managing Director of Ninety One Asset Management (Pty) Limited for Namibia and Africa (excluding South Africa) is an investment management professional with over 20 years' experience in investment analysis and portfolio management within Southern Africa.



Mr Emvula has further been part of the Gondwana family since 2018 as a shareholder representative and an independent committee member serving on the Board's Sustainability Committee. He was appointed to the Audit, Risk and Opportunity Committee in 2021.

Note: Mr Emvula's resumé is available for inspection at the registered office of the Company

NOTE IN RESPECT OF ELECTION OF NEW DIRECTORS: In accordance with Article 24.2 no person shall be eligible for election as a director at the AGM unless he or a shareholder intending to propose him has, not less than 14 days before the meeting left a written and signed notice at the Company office duly signifying his candidature for office or the intention of such shareholder to propose him. Please note the date for the written nominations to be received is **04 April 2023**.

7. Ordinary Resolution 5

Proposal and Approval of Directors Remuneration

S. Galloway

The Board of Directors propose that the non-executive directors' fees/remuneration remains the amount of N\$10 000.00 per Board meeting and the fees for independent committee members remains the amount of N\$5000.00 per committee meeting.

The Board of Directors have however mandated the People Committee to undertake a benchmarking analysis of non-executive directors remuneration to assess the competitiveness of the non-executive directors' and independent committee members' sitting fees.

8. Ordinary Resolution 6

Shares in The Hands of The Board For Capital Raising Purposes - Reconfirmation Of Ordinary Resolution 6 Passed By The Shareholders At The AGM Held On 12 April 2018.

Whereas the shareholders are requested to reconfirm the mandate granted to the Board in respect of the remaining 4,800,000 (Four Million Eight Hundred Thousand) shares of the 12,000,000 (Twelve Million) shares approved for issuance by the shareholders at the AGM held on 12 April 2018 and which has since been reconfirmed at every subsequent AGM.



9. Dividends Notification

S. Galloway

The Board recognises the positive performance at the end of the 2022 financial year, having recorded the company's first profit since the 2019 financial year. The Board is however advised that considering the unfavourable debt load of the company occasioned by the previous two years of financial losses, that it would not be considered prudent management to declare a dividend at this time.

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: 24 March 2023

**Steve Galloway
Chairman of the Board of Directors
Gondwana Holdings Limited**