

# NOTICE OF ANNUAL GENERAL MEETING

## Oryx Properties Limited

Reg. No. 2001/673

## Notice to all unitholders

### Please take note

that the Annual General Meeting of the Company will be held in the Naukluft Boardroom at Avani, Gustav Voigts Centre, Windhoek, Namibia on Monday, 28 November 2022 at 15:00.

No changes were made from the reviewed results released on 2 September 2022 to the results released in the integrated annual report.

To consider and, if deemed fit, to pass, with or without modification, the following Ordinary Resolutions:

Unitholders are advised that for all Ordinary Resolutions to be passed, votes in favour must represent at least 50% + 1 (fifty percent plus one) of all votes cast and/or exercised at the meeting in respect of these resolutions.

## Annual Financial Statements

### Ordinary Resolution Number 1:

“Resolved that the audited financial statements for the Company for the year ended 30 June 2022, including the directors’ report and the report of the independent auditors, be adopted.”

## Non-executive directors’ fees for the year ended 30 June 2023

### Ordinary Resolution Number 2:

“Resolved that, in accordance with section 304 of the Companies Act, fees to be paid by the Company to the non-executive directors for their services as directors be and are hereby approved as follows:”

	Fees per Meeting 2022 N\$		Proposed fees per Meeting 2023 N\$	
	Chairperson	Director/ Committee member	Chairperson	Director/ Committee member
Board	86,572	48,096	86,572	48,096
RACC	65,498	43,665	65,498	43,665
RNC	65,498	43,665	65,498	43,665
Investment Committee	65,498	43,665	65,498	43,665

  

	Fees per Board Meeting 2022 N\$	Proposed fees per Board Meeting 2023 N\$
Deputy Chairperson	65,498	65,498

The Chairpersons of the various Committees are responsible for assessing whether an ad-hoc meeting is necessary and to determine the duration thereof for remuneration purposes. Fees remain unchanged for additional ad hoc meetings and are set at N\$1,500 per hour with a daily cap of N\$10,000. The daily cap will be paid to members travelling to Windhoek.

## Non-executive directors' fee structure

### Ordinary Resolution Number 3:

"To approve the fee structure of the Non-executive Directors for the ensuing year which conforms with Principle C2.25.10 of the NamCode.

The Board is in the process of benchmarking the Non-executive Directors' fees against norms of directors' fees paid in Namibia. Once the process is concluded, a recommendation will be made to unitholders at the AGM to be held in 2023. Therefore, the Board considered it prudent to maintain the fees unchanged until then.

Non-executive Directors' fees were however restructured for approval by unitholders as follows:

#### Board

- Fixed fee based on four meetings per annum, paid quarterly;
- Fixed fee for Chairperson based on four meetings per annum, paid quarterly; and
- Attendance of additional meetings at an hourly rate but capped on a daily basis.

#### Risk, Audit and Compliance Committee

- Fixed fee based on four meetings per annum, paid quarterly;
- Fixed fee for Chairperson based on four meetings per annum, paid quarterly; and
- Attendance of additional meetings at an hourly rate but capped on a daily basis.

#### Remuneration and Nomination Committee

- Fixed fee based on two meetings per annum, paid quarterly;
- Fixed fee for the Chairperson based on two meetings per annum, paid quarterly; and
- Attendance of additional meetings at an hourly rate but capped on a daily basis.

#### Investment Committee

- Fixed fee based on four formal meetings per annum and ad hoc meetings, paid quarterly;
- Fixed fee for Chairperson based on four formal meetings per annum, paid quarterly; and
- Attendance of additional meetings at an hourly rate but capped on a daily basis."

## Approval of Oryx's Remuneration Policy

### Ordinary Resolution Number 4:

"To consider and, if accepted, approve by a non-binding advisory vote the Remuneration Policy set out in the Remuneration report on page 99 of this Integrated Annual Report 6.

This ordinary resolution is of an advisory nature and although the Board of Directors will consider the outcome of the vote when determining the remuneration policy, failure to pass this resolution will not legally preclude the company from implementing the remuneration policy as contained in the integrated report."

## Unissued linked units

### Ordinary Resolution Number 5:

"Resolved that the authorised, but unissued ordinary and preference shares, in the capital of the Company be and are hereby placed under the control of the directors of the Company until the next Annual General Meeting, who are authorised to allot, issue and otherwise dispose of such shares and linked units at their discretion, subject at all times to the provisions of the Companies Act, (Act 28 of 2004), as amended, the Company's Articles of Association and the Listing Requirements of the NSX, provided that each ordinary share of one (1) cent each be issued together with an unsecured variable-rate debenture of 449 cents each as a linked unit.

The number of units issued per financial year, whether through cash or vendor placements or both, may not exceed 10% of the total number of shares in issue determined immediately prior to each issue of new units with reference to the total number of units in issue at the commencement of the financial year. The issue of such units is subject to a maximum discount of 5% of the weighted average traded price on the NSX of these units over the 10 (ten) days prior to the date the price of issue is agreed between the Group and the party subscribing for the units and should include an antecedent interest."

## Vendor Placements

### Ordinary Resolution Number 6:

"Resolved that the directors be and are hereby authorised by way of a general authority, to issue shares in the Company for the purpose of Vendor Placements for the acquisition of property assets, and further provided that such issue may only be made after registration of transfer of any property assets to be acquired as and when they in their discretion deem fit, subject at all times to the provisions of the Companies Act, 2004 (Act 28 of 2004), as amended, the Company's Articles of Association and the Listing Requirements of the NSX, provided that each ordinary share of one (1) cent each be issued together with an unsecured variable-rate debenture of 449 cents each as a linked unit.

The number of units issued per financial year, whether through cash or vendor placements or both, may not exceed 10% of the total number of shares in issue determined immediately prior to each issue of new units with reference to the total number of units in issue at the commencement of the financial year. The issue of such units is subject to a maximum discount of 5% of the weighted average traded price on the NSX of these units over the 10 (ten) days prior to the date the price of issue is agreed between the Group and the party subscribing for the units and should include an antecedent interest."

## Appointment of auditors

In terms of section 278(1) of the Companies Act, Act 28 of 2004, the auditors of a public company are required to be appointed at the Company's Annual General Meeting. The purpose of ordinary resolution number 8 is to confirm the re-appointment of Deloitte & Touche as independent auditors to the Company, as nominated by the Risk, Audit and Compliance Committee as required under section 278(1) of the Companies Act, for the ensuing year, and to authorise the directors to determine their remuneration.

### Ordinary Resolution Number 7:

"Resolved that the re-appointment of Deloitte & Touche as independent auditors to the Company for the ensuing year be confirmed."

### Ordinary Resolution Number 8:

"Resolved that the directors be authorised to determine the remuneration of the auditors."

## Board composition

### Ordinary Resolution Number 9:

"To approve the appointment of any new directors and the re-election of any existing directors in accordance with the Articles of Association. Motions for approval will be moved individually.

9.1 To re-elect Ms RMM Gomachas who retires by rotation but being eligible, offers herself available for re-election.

9.2 To re-elect Ms A Angula who retires by rotation but being eligible, offers herself available for re-election, on a year-to-year basis.

9.3 To re-elect Ms JJ Comalie who retires by rotation but being eligible, offers herself available for re-election, on a year-to-year basis."

In accordance with the Board Charter of the Company, a director should retire at the age of 70, but an appointment may be extended on a year-to-year basis.

9.4 To note that Mr PM Kazmaier is not available for re-election and retires from the Board as director, Board Chairman, member of the IC and RNC.

Abridged curricula vitae of these directors are available on pages 80 to 82 of this Integrated Annual Report. Refer to page 84 of the Integrated Annual Report with respect to justification of the re-appointment for the directors where three three-year terms have been served.

By order of the Board

NOTE:

1. A member entitled to attend, and vote is entitled to appoint a proxy to attend, speak, vote, and on a poll, vote in his/her stead, and such proxy need not also be a member of the Company.
2. The Proxy Form must be deposited at the registered office of the Company or emailed to cosec@oryxprop.com.na not less than 48 (FORTY-EIGHT) hours before the time of holding the meeting.

Dated at WINDHOEK on 23 September 2022.

#### Registered office

Maerua Mall Office Tower  
2nd Floor  
Corner of Robert Mugabe and Jan Jonker  
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