

NOTICE OF ANNUAL GENERAL MEETING

2024



OR  X
PROPERTIES LIMITED

Oryx Properties Limited
(Incorporated in the Republic of Namibia)
(Registration number 2001/673)
Share Code: ORY
ISIN Code: NA0001574913

NOTICE OF ANNUAL GENERAL MEETING

Notice to all unitholders

Notice is hereby given of the Annual General Meeting of the Company that will be held at Maerua Rooftop, Maerua Mall Office Tower, corner of Jan Jonker and Robert Mugabe Avenue, Windhoek, Namibia on Monday, 25 November 2024 at 14:00

No changes were made from the audited results released on 13 September 2024 to the results in the integrated report published on 27 September 2024.

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.

Ordinary Resolution Number 1:

Resolved that the audited financial statements for Oryx Properties Limited for the year ended 30 June 2024 be adopted.

Ordinary Resolution Number 2:

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 recommendation is for unitholders to approve the implementation of a retainer and sitting fee structure. The fixed fee structure previously adopted by the Company was split between a retainer and sitting fee in a 55:45 ratio.

Board

- Retainer and sitting fee based on four meetings per annum, paid quarterly;
- Retainer and sitting 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

- Retainer and sitting fee based on four meetings per annum, paid quarterly;
- Retainer and sitting 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, Nomination, Sustainability and Ethics Committee

- Retainer and sitting fee based on two meetings per annum, paid quarterly;
- Retainer and sitting 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

- Retainer and sitting fee based on four formal meetings per annum and ad hoc meetings, paid quarterly;
- Retainer and sitting 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.

	2025 Proposed (N\$)
Retainer	Quarterly Fee
<i>Board</i>	N\$
Board Chairperson	53 020
Board Deputy Chairperson	40 095
Board Member	29 425
<i>Committee</i>	
Committee Chairperson	40 095
Committee Member	26 730
Sitting Fee	Per Attendance
<i>Board</i>	N\$
Board Chairperson	43 380
Deputy Chairperson	32 805
Member	24 075
<i>Audit and Risk Committee</i>	
Committee Chairperson	32 805
Member	21 870
<i>Remuneration, Nomination, Sustainability and Ethics Committee Meeting</i>	
Committee Chairperson	32 805
Member	21 870
<i>Investment Committee Meeting</i>	
Committee Chairperson	32 805
Member	21 870
	Hourly rate (N\$)
<i>Ad hoc remunerated board meetings</i>	1 500

Ordinary Resolution Number 3:

Resolved that, the decision of the Board of Directors at the 9 September 2024 Board meeting to increase board fees for independent non-executive directors with a 5% increment be approved.

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.

Business meal allowances of N\$1,000 per day is allowed for directors. All other business travel expenditure is incurred by the company.

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 of the Integrated Annual Report available online.

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 Annual Report. Unitholders should be aware that the Board is prioritizing a review of the LTI for the 2025 financial year, aiming to align it with the Group's performance indicators and strategic objectives.

Ordinary Resolution Number 5:

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 this ordinary resolution 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.

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

Ordinary Resolution Number 6:

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

Ordinary Resolution Number 7:

To approve the re-election of any existing directors in accordance with the Articles of Association, NamCode and the Oryx Properties Limited Code of Conduct. Motions for approval will be moved individually.

Rotation of directors as recommended by the Board for re-appointment:

- 7.1 To re-elect Ms JJ Comalie who retires by rotation due to serving for a tenure of 12 years, but being eligible, offers herself available for re-election, on a year-to-year basis.
- 7.2 To re-elect Mr MH Muller who retires by rotation but being eligible, offers himself available for re-election for a second 3-year term.
- 7.3 To re-elect Mr VJ Mungunda who retires by rotation but being eligible, offers himself available for re-election for a second 3-year term.
- 7.4 To note that Ms A Angula is not available for re-election and retires from the Board as director, deputy Chairperson and Chairperson of the Risk, Audit and Compliance Committee.

Abridged curricula vitae of these directors are available on pages 14 to 15 of the Integrated Annual Report. Refer to page 66 of the Integrated Annual Report with respect to justification of the re-appointment for the director where three three-year terms have been served.

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 by 14:00 on 22 November 2024.

BY ORDER OF THE BOARD

27 September 2024

Registered office

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

P O Box 97723
Maerua Park
Windhoek
Namibia
Tel: +264 61 423 201

Sponsor

IJG Securities (Pty) Ltd
Member of the NSX
4th Floor, 1@Steps
c/o Grove and Chasie Street
Windhoek, Namibia

Transfer Secretaries

Transfer Secretaries (Pty) Ltd
4 Robert Mugabe Avenue
P O Box 2401
Windhoek, Namibia

PROXY FORM

Oryx Properties Limited

I/We _____ (Name/s in block letters)
being the registered holder/s of _____ units in ORYX, as at the close of
business on 22 November 2024 hereby appoint _____ of
_____ or failing him/her _____
of _____ or failing him/her THE CHAIRMAN OF THE MEETING
as my/our Proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of ORYX to be held on the

25 November 2024 AT 14:00

and at any adjournment thereof and to vote for or against the resolutions or to abstain from voting in respect of the units registered in my/our name/s, in accordance with the following instructions:

Resolution	In favour	Against	Abstain
Ordinary Resolution Number 1 To adopt the annual financial statements for the year ended 30 June 2024			
Ordinary Resolution Number 2 To approve the non-executive directors' retainer and sitting fee structure for the year ended 30 June 2025			
Ordinary Resolution Number 3 To approve the non-executive directors' fee increase of 5%			
Ordinary Resolution Number 4 To approve, by non-binding advisory vote, the Remuneration Policy			
Ordinary Resolution Number 5 To approve the re-appointment of the independent external auditors			
Ordinary Resolution Number 6 To approve the directors to be authorised to determine the remuneration of the auditors			
Ordinary Resolution Number 7			
7.1 To re-elect Ms JJ Comalie who retires by rotation due to serving for a tenure of 12 years, but being eligible, offers herself available for re-election, on a year-to-year basis			
7.2 To re-elect Mr MH Muller who retires by rotation but being eligible, offers himself available for re-election for a second 3-year term			
7.3 To re-elect Mr VJ Mungunda who retires by rotation but being eligible, offers himself available for re-election for a second 3-year term			

Signed at _____ on this _____ day of _____ 2024

Full names (in block letters) _____

Signature(s) _____

Assisted by (Guardian): _____ Date: _____ 2024

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 ORYX.

Registered office

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

P O Box 97723
Maerua Park
Windhoek

Tel: +264 61 423 201
Fax: +264 61 423 211

Instructions on signing and lodging the Proxy Form

1. The Proxy Form must be deposited at the registered office of Oryx, or emailed to cosec@oryxprop.com.na, by 14:00 on 22 November 2024.
2. A deletion of any printed matter and the completion of any blank space(s) need not be signed or initialled. Any alteration must be signed, not initialled.
3. The Chairman of the meeting shall be entitled to decline to accept the authority of the signatory:
 - (a) under a power of attorney; or
 - (b) on behalf of a Company or any other entity
unless the power of attorney or authority is deposited at the registered office of the Company, or emailed to cosec@oryxprop.com.na, by 14:00 on 22 November 2024.
4. The authority of a person signing a Proxy in a representative capacity must be attached to the Proxy form unless the authority has already been recorded by the Secretaries.
5. The signatory may insert the name of any person(s) whom the signatory wishes to appoint as his/her Proxy in the blank space(s) provided for that purpose.
6. When there are joint holders of units and if more than one such joint holder be present or represented, then the person whose name stands first in the register in respect of such units or his/her Proxy, as the case may be, shall alone be entitled to vote in respect thereof.
7. The completion and lodging of this Proxy form will not preclude the signatory from attending the meeting and speaking and voting in person thereat to the exclusion of any Proxy appointed in terms hereof should such signatory wish to do so.
8. The Chairman of the meeting may reject or accept any Proxy form that is completed and/or submitted other than in accordance with these instructions, provided that he/she is satisfied as to the manner in which a member wishes to vote.
9. If the unitholding is not indicated on the Proxy form, the Proxy will be deemed to be authorised to vote the total unitholding.



REGISTERED OFFICE

Maerua Mall Office Tower
2nd Floor
Corner of Jan Jonker and
Robert Mugabe Avenue
Windhoek
P O Box 97723
Maerua Park, Windhoek,
Namibia

www.oryxprop.com

Oryx is a leading Namibian property fund with high-quality assets and ambitious growth plans.