



**NOTICE OF ANNUAL
GENERAL MEETING**

2025

Notice of Annual General Meeting



Notice to all unitholders

Notice is hereby given of the Annual General Meeting (AGM) 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, 24 November 2025 at 14:00.

No changes were made from the audited results released on 11 September 2025 to the results in the integrated report published on 26 September 2025.

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 Annual Financial Statements for Oryx Properties Limited for the year ended 30 June 2025 be adopted.

Ordinary Resolution Number 2:

To approve a 4% increment to the remuneration of the non-executive directors or members for the 2026 financial year, as reflected below:

	No of meetings per annum	2026 proposed (N\$)	2026 proposed (N\$)
Retainer		Quarterly fee	Annual fee
<i>Board</i>		N\$	N\$
Board Chairperson	4	55 141	220 563
Board Deputy Chairperson	4	41 699	166 795
Board member	4	30 602	122 408
<i>Committee</i>			
Committee Chairperson	4	41 699	166 795
Committee member	4	27 799	111 197

	No of meetings per annum	2026 proposed (N\$)	2026 proposed (N\$)
Sitting fee		Per attendance	Annual fee
<i>Board</i>		N\$	
Board Chairperson	4	45 115	180 461
Deputy Chairperson	4	34 117	136 469
Member	4	25 038	100 152
<i>Audit and Risk Committee</i>			
Committee Chairperson	4	34 117	136 469
Member	4	22 745	90 979
<i>Remuneration, Nomination, Sustainability and Ethics Committee Meeting</i>			
Committee Chairperson	2	34 117	68 234
Member	2	22 745	45 490
<i>Investment Committee Meeting</i>			
Committee Chairperson	4	34 117	136 469
Member	4	22 745	90 979
		Hourly rate (N\$)	
<i>Ad hoc remunerated board meetings (daily cap of N\$10 000)</i>	1 560		

The Chairpersons of the various Committees are responsible for assessing whether an ad-hoc meeting is necessary and for determining the duration thereof for remuneration purposes.

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

Ordinary Resolution Number 3:

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 note that the Board is in the process of reviewing the Long-Term incentive (LTI), aiming to align it with the Group's performance indicators and strategic objectives.

Ordinary Resolution Number 4:

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 AGM. 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 5:

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

Ordinary Resolution Number 6:

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:

- 6.1 To re-elect Ms JJ Comalie, who retires by rotation due to serving for a tenure of 13 years, but being eligible, offers herself available for re-election, on a year-to-year basis.
- 6.2 To note that Ms R Gomachas is not available for re-election and retires from the Board as a director and member of the Remuneration, Nomination, Sustainability and Ethics Committee.

Abridged curricula vitae of the directors are available on pages 16 to 17 of the Integrated Annual Report. Refer to page 66 of the Integrated Annual Report with respect to the justification of the re-appointment for a 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 21 November 2025.

BY ORDER OF THE BOARD

26 September 2025

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 14:00 on 21 November 2025, 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

24 November 2025 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 2025			
Ordinary Resolution Number 2 To approve the remuneration of the Non-Executive Directors or members for the 2026 financial year			
Ordinary Resolution Number 3 To approve, by non-binding advisory vote, the Remuneration Policy			
Ordinary Resolution Number 4 To approve the re-appointment of the independent external auditors			
Ordinary Resolution Number 5 To approve the directors to be authorised to determine the remuneration of the auditors			
Ordinary Resolution Number 6			
6.1 To re-elect Ms JJ Comalie, who retires by rotation due to serving for a tenure of 13 years, but being eligible, offers herself for re-election, on a year-to-year basis			

Signed at _____ on this _____ day of _____ 2025

Full names (in block letters) _____

Signature(s) _____

Assisted by (Guardian): _____ Date: _____ 2025

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.

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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 21 November 2025.
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 entityunless 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 21 November 2025.
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.



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

www.oryxprop.com

REGISTERED OFFICE

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Namibia