



GAIA FIBONACCI FIBRE REIT 1 LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2021/926046/06) (the "**Company**")

Gaia Fibonacci Fibre REIT 1 Ordinary Shares

(Share Code: 4AGFR1O, ISIN ZAE400000127) (the "**Ordinary Shares**")

Gaia Fibonacci Fibre REIT 1 Class A Preference Shares

(Share Code: 4AGFR1A, ISIN ZAE400000135) ("**A Preference Shares**")

Gaia Fibonacci Fibre REIT 1 Class B Preference Shares

(Share Code: 4GFR1B, ISIN ZAE400000150) ("**B Preference Shares**")

NOTICE OF PROPOSED RESOLUTIONS IN TERMS OF SECTION 60 OF THE COMPANIES ACT, 2008

Friday, 5 September 2025

1. Introduction

Shareholders are advised that, subject to receipt of the requisite Shareholder approval, the board of directors of the Company (the "**Board**") proposes to change the Company's name from "Gaia Fibonacci Fibre REIT 1 Limited" to "Gaia Digital Infra REIT Limited" (the "**Change of Name**"). This Change of Name will be applied to the Company and the Company's Ordinary Shares, A Preference Shares and B Preference Shares.

Notice is hereby given, in accordance with Section 60 of the Companies Act, 2008 (Act No. 71 of 2008) ("the Companies Act"), that the Board of the Company proposes that the resolutions set out in this notice be considered and voted on by Gaia Fibonacci Fibre REIT 1 Ordinary shareholders ("**GFFR Ordinary Shareholders**") entitled to exercise voting rights on the resolutions.

In terms of Section 60(1) of the Companies Act, a resolution may be submitted to shareholders for consideration, and if approved in writing by the holders of an ordinary or special resolution of the voting rights, it shall have the same effect as if it had been approved by shareholders in a general meeting.

2. Rationale for the Change of Name

The Company is evolving its strategic focus beyond fibre into the broader digital infrastructure space, reflecting both recent corporate actions and the flexibility needed for future mandate expansion. To align with this direction, and more accurately represent its growth trajectory, the Board has resolved to recommend changing the Company's name to Gaia Digital Infra REIT Limited, deeming it a more fitting expression of its evolving identity and business focus.

3. Details of the Change of Name

The name "Gaia Digital Infra REIT Limited" has been reserved with the Companies Intellectual Property Commission ("**CIPC**") and the Cape Town Stock Exchange ("**CTSE**") has, subject to the requisite Shareholder approval being obtained and the filing and acceptance of the special resolutions with CIPC, approved the Change of Name.

The Ordinary Shares will be trading under the long name "GDIR Ordinary Shares", abbreviated name "GDIR Ords", and CTSE Share code "4GDIRO", the A Preference Shares will be trading under the long name "GDIR A Pref Shares", abbreviated name "GDIR A Prefs", and CTSE Share code "4GDIRA", and the B Preference Shares will be trading under

the long name “GDIR B Pref Shares”, abbreviated name “GDIR B Prefs”, and CTSE Share code “4GDIRB”. The ISINs for the Ordinary Shares, A Preference Shares and B Preference Shares will not change.

4. Purpose of this notice

The purpose of this notice is to submit the following proposed resolutions to the GFFR Ordinary Shareholders for consideration and approval:

4.1 Special Resolution Number 1: Change of Name

To approve the Change of Name of the Company to Gaia Digital Infra REIT Limited.

4.2 Special Resolution Number 2: Amendment of the MOI

To approve the replacement of the Company’s Memorandum of Incorporation (the “**MOI**”) to, amongst other things, give effect to the proposed changes.

4.3 Ordinary Resolution Number 1: Authority

To authorise the Company to enter into and sign any documentation and take the necessary steps to give effect to Special Resolutions Number 1 and 2.

5. Voting procedure

5.1 Shareholders are requested to complete the enclosed Voting Form and return it to the Company Secretary by no later than Tuesday, 14 October 2025 to the following address or email:

Physical address: 146 Campground Road, Newlands, Cape Town, Western Cape, 7780

Email: cosec@gaia.group

5.2 For a resolution to be adopted, it must be approved in writing by shareholders holding at least 50.1% and 75.1% of the voting rights exercisable on the ordinary resolution and special resolution respectively.

5.3 The relevant Participant will then notify Strate Proprietary Limited of the total number of Consent Notices received, setting out the votes in favour, against and abstained on the proposed extraordinary resolutions.

6. Availability of the documents

Copies of the resolutions and supporting documents are available for inspection at the Company’s registered office during normal business hours or can be requested by contacting the Company Secretary at the email address provided above.

7. Salient dates and times

| | 2025 |
|---|-----------------------|
| Notice Record date to receive notice of written resolutions | Friday, 29 August |
| Posting Date and Declaration Announcement | Friday, 5 September |
| Last Voting Day | Tuesday, 14 October |
| Written resolution results Announcement | Wednesday, 15 October |
| Distribution of statement advising of voting results | Wednesday, 15 October |
| Special resolutions lodged with CIPC for registration on or about | Wednesday, 15 October |
| Expected release on CTSE News Service of the finalisation announcement in respect of the Change of Name (by 11h00) on | Thursday, 30 October |
| Expected last day to trade prior to the Change of Name on | Tuesday, 4 November |
| Expected termination date for trading under the name “Gaia Fibonacci Fibre REIT 1 Limited” and commencement of trading under “Gaia Digital Infra REIT Limited”, from commencement of trade on | Wednesday, 5 November |
| Expected record date for the Change of Name on | Friday, 7 November |
| Dematerialised Shareholders will have their accounts at their CSDP or Broker updated to reflect the Change of Name | Monday, 10 November |

Notes:

1. The above dates and times are subject to change as they are subject to the filing and acceptance of the special resolutions with the CIPC. An announcement will be published on CTSE News Service advising Shareholders of any material changes.
2. All dates and times indicated above are South African Standard Time.
3. Share certificates may not be dematerialised or rematerialised after the last day to trade Gaia Fibonacci Fibre REIT 1 shares prior to the Change of Name, expected to be Tuesday, 4 November 2025.
4. Shareholders are reminded that shares in companies listed on the CTSE can no longer be bought or sold on the CTSE unless they have been dematerialised onto the Strate system. The company has no certificated shares.

8. Effective date

If the resolutions are approved by the requisite majority of shareholders, they will be deemed to have been adopted on the date of receipt of the written consent of the last shareholder required to achieve the requisite majority.

9. Shareholder support

The Board recommends that shareholders vote in favour of the proposed resolutions as they are in the best interest of the Company and its shareholders.

10. Enquiries

Should you have any questions or require further information, please contact the Company Secretary at cosec@gaia.group.

SIGNED FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

By order of the **GAIA FIBONACCI FIBRE REIT 1 LIMITED** Board of Directors



Thabiso Masiela

Chairperson

5 September 2025

Issuer Agent:

Gaia Fund Managers Proprietary Limited

GAIA FIBONACCI FIBRE REIT 1 LIMITED
(Incorporated in the Republic of South Africa)
Registration number: 2021/926046/06
("Gaia Fibonacci Fibre REIT 1" or the "**Company**")

Gaia Fibonacci Fibre REIT 1 Ordinary Shares
(CTSE Share Code: 4AGFR1O, ISIN ZAE400000127) ("**Ordinary Shares**")

Gaia Fibonacci Fibre REIT 1 Class A Preference Shares
(Share Code: 4AGFR1A, ISIN ZAE400000135) ("**A Preference Shares**")

Gaia Fibonacci Fibre REIT 1 Class B Preference Shares
(Share Code: 4GFR1B, ISIN ZAE400000150) ("**B Preference Shares**")

FORM OF WRITTEN CONSENT IN TERMS OF SECTION 60 OF THE COMPANIES ACT

[DATE TO BE INSERTED]

FORM OF WRITTEN CONSENT IN TERMS OF SECTION 60 OF THE COMPANIES ACT

Note: Ordinary Shareholders ("**Shareholders**") should complete this Written Consent and return the signed form to the GFFR Company Secretary in accordance with the instructions contained below and/or in the GFFR Notice of Proposed Resolutions dated Friday, 5 September 2025.

I/We (Please PRINT names in full)

of (address)

being the holder(s) of shares

hereby vote as follows –

Ordinary Shareholders:

| Resolution | For* | Against* | Abstain* |
|--|------|----------|----------|
| Special Resolution Number 1: Change of Name | | | |
| Special Resolution Number 2: Amendment of the MOI | | | |
| Ordinary Resolution Number 1: Authority | | | |

*One vote per Share held by Shareholders. Shareholders must insert the relevant number of votes they wish to vote in the appropriate box provided or "X" should they wish to vote all shares held by them.

Signed at: on 2025

Signature:

Capacity of signatory (where applicable):

Note: Authority of signatory to be attached

Telephone number:

Email address:

Notes:

1. Documentary evidence establishing the authority of a Person signing this Form of Written Consent in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this Form of Written Consent unless previously recorded by the Company Secretary.
2. Where this Form of Written Consent is signed under power of attorney, such power of attorney must accompany this Form of Written Consent, unless it has been registered by the Company Secretary.
3. The completed and signed Form of Written Consent and authority (if any) under which it is signed must be delivered, posted or emailed to the Company Secretary at the address details set in the Announcement.
4. A shareholder's instructions on this Form of Written Consent must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided or by the insertion of "X" should a shareholder wish to vote all shares held by such shareholder. A shareholder is not obliged to use all the votes exercisable by the shareholder, but the total number of votes cast and in respect of which abstention is recorded, may not exceed the total number of votes exercisable by such shareholder.
5. Where shares are held jointly, all joint shareholders are required to sign this Form of Written Consent.
6. A minor shareholder must be assisted by his/her parent/guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company Secretary.
7. Any alteration or correction made to this Form of Written Consent must be initiated by the signatory/ies.