



## GAIA DIGITAL INFRA REIT LIMITED

Incorporated in the Republic of South Africa  
(Registration Number: 2021/926046/06)  
GDIR Ordinary Shares  
(Share Code: 4GDIRO, ISIN ZAE400000127)  
("Gaia Digital Infra Reit Limited" or "the Company")

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### NOTICE OF ANNUAL GENERAL MEETING: 8 DECEMBER 2025

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Notice is hereby given that the Annual General Meeting ("AGM") of the shareholders ("Shareholders") of Gaia Digital Infra REIT Limited, registration number 2021/926046/06, ("GDIR" or the "Company") will be held and conducted via Teams ([GFFR Annual General Meeting 2025 | Meeting-Join | Microsoft Teams](#)) (Meeting ID: 349 066 696 884; Passcode: Gk6us7T7) **and/or** at the Gaia offices (Workshop 17 Newlands, 146 Campground Road, Newlands, Cape Town, 7780) on **Monday, 8 December 2025**, at **09:00am**.

#### RECORD DATES, ATTENDANCE AND VOTING

##### **RECORD DATES**

###### ***Notice record date***

The record date for Shareholders being entitled to receive this notice of AGM is Friday, 7 November 2025, being the Notice Record Date.

###### ***Voting record date***

The record date for participation and voting at the AGM is Friday, 28 November 2025, being the date on which a person must be registered as a Shareholder of the Company in order to be entitled to attend, participate in and vote at the AGM ("**Voting Record Date**"). The last day to trade for Shareholders to be recorded in the register on the voting record date is Friday, 28 November 2025.

##### **ATTENDANCE AND VOTING AT THE AGM**

Shareholders may attend the AGM electronically via Teams and/or at the Gaia offices (Workshop 17 Newlands, 146 Campground Road, Newlands, Cape Town, 7780) (or, if a company or other body corporate, be represented by a duly authorised natural person) and may speak at, participate in and vote at the AGM.

A Shareholder may appoint a proxy (or two or more proxies, but not in respect of the same voting rights) to attend, participate in and vote at the AGM on the Shareholder's behalf. A proxy need not be a Shareholder of the Company. A Shareholder appoints a proxy by completing the form of proxy attached hereto as **Annexure A** and e-mailing it to the transfer secretaries of the Company, being the Cape Town Stock Exchange ("**CTSE**"), at [admin@ctsregistry.co.za](mailto:admin@ctsregistry.co.za), or posting it to the transfer secretaries at Cape Town



Stock Exchange, The District, Block B, 6th Floor, 41 Sir Lowry Road, Woodstock, Cape Town, 7925, to be received by them not later than 09:00 on Thursday, 4 December 2025 (for administrative purposes only) or 48 hours before the commencement or resumption of the AGM in the event of it being postponed or adjourned. Completion of a form of proxy will not preclude a Shareholder from attending and voting (in preference to that Shareholder's proxy) at the AGM.

### ***Identification***

In terms of section 63(1) of the Companies Act, No. 71 of 2008 ("**Companies Act**") before any person may attend or participate in the AGM, that person must present reasonably satisfactory identification and the person presiding at the AGM must be reasonably satisfied that the right of the person to participate in and vote at the AGM, either as a Shareholder, or as a proxy for a Shareholder, has been reasonably verified. Acceptable forms of identification include valid identity documents, driver's licenses and passports.

### ***Voting***

Voting at the AGM will take place by way of polling. Every Shareholder will have one vote for every share in the Company they hold.

### ***Electronic participation***

The Board has decided that the AGM will be conducted via Teams and/or at the Gaia offices (Workshop 17 Newlands, 146 Campground Road, Newlands, Cape Town, 7780) giving Shareholders the opportunity to attend the AGM and participate online, using a smartphone, tablet or computer.

## PURPOSE OF THE AGM

The purpose of the AGM is:

- (i) to present the audited annual financial statements of the Company for the financial year ended 31 July 2025, incorporating the directors' report, the Audit and Risk Committee (the "**Audit Committee**") report, the Auditor's report and the Integrated Annual Report of 2025;
- (ii) to consider and, if deemed fit, approve, with or without modification, the ordinary and special resolutions set out in the agenda below; and
- (iii) to consider any matters raised by the Shareholders of the Company, with or without advance notice to the Company.

## AGENDA OF THE AGM

*The quorum requirement for Ordinary Resolution Numbers 1 to 7 (both inclusive) is:*

*—The presence of at least one Shareholder and sufficient persons present to exercise, in aggregate, at least 25% of all the voting rights entitled to be exercised on such resolution.*

*In order for the Ordinary Resolutions to be adopted, the support of more than 50% of the votes exercised on the resolutions is required.*

*The quorum requirement for Special Resolution Number 1 is:*

*— The presence of at least one Shareholder and sufficient persons present to exercise, in aggregate, at least 25% of all the voting rights entitled to be exercised on such resolution.*

*In order for the Special Resolutions to be adopted, the support of more than 75% of the votes exercised on the resolutions is required.*

### 1. Ordinary and Special Resolutions:

To consider and if deemed fit, approve, with or without modification, the following ordinary and special resolutions:

#### 1.1 Ordinary Resolution Number 1 – Noting of Annual Financial Statements

*"Resolved that the Annual Financial Statements of the Company for the year ended 31 July 2025 and the reports of the directors, the auditor, the Audit Committee and the Integrated Annual Report are hereby noted."*

A copy of the complete annual financial statements can be obtained from the Company's registered office as well as on the website of Gaia Digital Infra REIT Limited at [www.gaia.group](http://www.gaia.group).

## 1.2 Ordinary Resolution Number 2 – Re-appointment of auditor

*“Resolved that, on the recommendation of the Company’s Audit Committee, the firm PKF Cape Town Inc. be re-appointed as independent registered auditor of the Company (noting that Mr. Pieter-Louw van der Ahee is the individual registered auditor of that firm who will undertake the audit) until the next AGM of the Company.”*

*The Company’s Audit Committee has expressed satisfaction with the services rendered by PKF Cape Town Inc. An auditing firm with an international presence.*

### **Reason for Ordinary Resolution Number 2:**

The reason for Ordinary Resolution Number 2 is that the Company, being a public company listed on the exchange operated by Cape Town Stock Exchange (“CTSE”), must have its financial results audited and such auditor must be appointed / re-appointed each year at the AGM of the Company as required by the Companies Act.

## 1.3 Ordinary Resolution Numbers 3.1 to 3.4 – Confirmation of re-appointment of Directors

*“Resolved that the re-appointment of:*

*3.1 Mr. Matthys Michiel Nieuwoudt;*

*3.2 Mr. Christiaan Pieter van Heerden (“Riaan van Heerden”);*

*3.3 Mr Thabiso Masiela;*

*3.4 Ms. Doris Liana Theresia Dondur;*

*be approved by the Shareholders.”*

### **Reason for Ordinary Resolution Numbers 3.1 to 3.4 (inclusive):**

The reason for ordinary resolution Numbers 3.1 to 3.4 is that the company’s MOI, clause 27.3.2.2, states that each elected Director may be eligible for re-election at the end of each term contemplated in clause 27.3.2.1, unless that person is ineligible or disqualified in terms of section 69.

## 1.4 Ordinary Resolution Numbers 4.1 to 4.3 – Confirmation of re-appointment of Audit Committee members

*“Resolved that:*

*4.1 Ms. Doris Liana Theresia Dondur;*

*4.2 Mr. Thabiso Masiela; and*

*4.3 Mr. Christiaan Pieter van Heerden (“Riaan van Heerden”);*

*being eligible, be and are hereby appointed as members of the Audit Committee of the Company, as recommended by the board of directors of the Company, until the next AGM of the Company.”*

The board of directors of the Company is satisfied that the Company’s Audit Committee members are suitably skilled and experienced independent non-executive directors. Collectively they have sufficient qualifications and experience to fulfil their duties, as contemplated in regulation 42 of the regulations issued in terms of the Companies Act (“**Companies Regulations**”). They have a comprehensive understanding of financial reporting, internal financial controls, risk management and governance processes within the Company, as well as International Financial Reporting Standards, South African Statements of Generally Accepted Accounting Practice and other regulations and guidelines applicable to the Company and the group. They keep up to date with developments affecting their required skills-set. The board of directors therefore unanimously recommend Ms. Doris Liana Theresia Dondur, Mr. Thabiso Masiela and Mr. Riaan van Heerden for election to the Audit Committee. Details of the nominees follow herein below.

Ms Doris Liana Theresia Dondur (CA (SA), Chartered Director (CD(SA)), B. Acc | Hons B Compt | Hons Business Administration | MBA | PGCert Labour Relations | International Executive Development Programme (Wits and London University of Business) | Executive Development Programme (University of Reno) |  
Member: SAICA | Member: IIASA | Member and Fellow: IoDSA)

Doris is a highly accomplished professional Non-Executive Director with extensive experience serving on the boards of directors of both private and public sector organisations, as well as serving on several audit committees. She possesses expert skills in auditing, financial management, IT governance, human resources, labour relations, strategy, and change management. Doris has over 20 years’ Executive leadership experience as a Financial Director and Chief Financial Officer in listed and unlisted organisations.

Mr. Thabiso Masiela (CA (SA), BCom (Hons), Distribution Leadership & Strategy (INSEAD)

Thabiso brings over a decade of leadership experience, having provided strategic direction across multiple business disciplines within the Financial Services sector. His career includes heading a business unit at Investec. Prior to this, he held several senior roles at Stanlib, including Head of Strategy and Execution in the Retail Distribution team and Head of Client and Intermediary Services. Thabiso also spent five years at Old Mutual South Africa, which included a short-term assignment in Nigeria, focusing on Business Strategy and Shared Value Initiatives. Earlier in his career, he completed his articles at PwC and served as Corporate Finance Officer (Equity and Interest Rate Markets) at the JSE Stock Exchange.

Mr. Riaan van Heerden (BAcc (Hons), CA (SA), JSE Approved Executive)

Riaan is a chartered accountant and JSE approved executive. Riaan completed his articles at PwC, servicing an array of clients locally and abroad. Riaan joined the corporate finance team at PSG Capital in 2007 and remained with PSG Capital for 15 years. Riaan was a member of the PSG Capital executive committee, a director and head of the valuations team until his departure

in 2021. Riaan cofounded Valeo Capital in 2021 with David Tosi. Riaan has extensive corporate finance experience. During his 19 years in corporate finance, Riaan advised on numerous listings, M&A transactions, disposal, scheme of arrangements, section 112 transactions, BEE ownership transactions, valuations, fairness opinions, and other corporate transactions in both the listed and unlisted space.

The appointment of the members of the Audit Committee will be conducted by way of a separate vote in respect of each individual.

**Reason for Ordinary Resolution Numbers 4.1 to 4.3 (inclusive):**

The reason for Ordinary Resolution Numbers 4.1 to 4.3 (inclusive) is that the Company, being a public company listed on CTSE, must appoint an Audit Committee and the Companies Act requires that the members of such Audit Committee be appointed, or re-appointed at each AGM of a company.

**1.5 Ordinary Resolution Number 5.1 to 5.3 – Election of Social and Ethics Committee members**

*“Resolved that subject to the election of Doris Liana Theresia Dondur, Thabiso Masiela and Matthys Michiel Nieuwoudt as directors in terms of Ordinary Resolution Numbers -3.1, 3.3 and 3.4, shareholders elect, by way of separate votes, the following non-executive directors as members of the Social and Ethics Committee, with effect from the conclusion of this AGM until the conclusion of the next AGM of the Company:*

*5.1 Ms. Doris Liana Theresia Dondur;*

*5.2 Mr. Thabiso Masiela; and*

*5.3 Mr. Matthys Michiel Nieuwoudt.”*

**Reason for Ordinary Resolution Number 5.1 to 5.3 (inclusive):**

In terms of section 72(9A)(a) of the Companies Act, 71 of 2008, as amended, and following the promulgation of the Companies Amendment Act, 2024, a public company listed on the CTSE is required to appoint members of the Social and Ethics Committee at each AGM.

**1.6 Ordinary Resolution Number 6 – Authority to the Directors and/or Company Secretary**

*“Resolved that any of the directors of the Company and/or the company secretary be and is hereby authorised to do all things, perform all acts and sign all documentation necessary to effect the implementation of the ordinary resolutions adopted at this AGM.”*

**1.7 Ordinary Resolution Number 7 – Waiver of the requirement for the interim financial information of the Company to be reviewed by the Company’s reporting accountants**

*“Resolved in accordance with paragraph 12.17.3 of the CTSE Listing Requirements as a general*

*mandate, Shareholders hereby specifically waive the requirement for the interim financial information of the Company for the six months ended 31 January 2026 to be reviewed by the Company's reporting accountants, it being recorded that the approval by the board of directors in respect of the aforementioned interim financial information shall be sufficient."*

**Reason for Ordinary Resolution Number 7:**

In terms of the CTSE Requirements, issuers listed on CTSE are required to have their interim financial information reviewed by their reporting accountants, unless Shareholders specifically waive this requirement through passing an ordinary resolution at the AGM

**1.8 Special Resolution Number 1 – Approval of Independent Directors' Remuneration**

*"Resolved that, in accordance with section 66(9) of the Companies Act, the remuneration of Independent Directors in an amount equal to R10,000.00 per director per meeting (escalated annually at the prevailing CPI until the expiry of this authority) be and is hereby approved."*

**REPORT FROM THE SOCIAL AND ETHICS COMMITTEE**

The Social and Ethics Committee report will be included in the Annual report for the period under review. The Annual report will be made available on the Company's website [www.gaia.group](http://www.gaia.group). This is tabled in terms of regulation 43(5)(c) of the Companies Regulations.

**ADDITIONAL INFORMATION**

**Quorum Requirements:**

The AGM cannot begin until sufficient persons (being not less than one in number who are entitled) are present at the AGM to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised in respect of at least one matter to be decided at the AGM.

The chairperson of the AGM cannot put a resolution or matter to the vote of Shareholders unless sufficient persons (being not less than one in number who are entitled) are present at the AGM to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised in respect of at least one matter to be decided at the AGM.

**Electronic attendance and participation**

Gaia Digital Infra REIT Limited will conduct the AGM by way of electronic participation via Teams and/or at the Gaia offices (Workshop 17 Newlands, 146 Campground Road, Newlands, Cape Town, 7780) as permitted by CTSE and the provisions of the Companies Act and the Company's MOI.

Shareholders will be liable for their own network charges in relation to electronic participation, Gaia Digital Infra REIT Limited will not be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which



prevents any such Shareholder from participating in the AGM.

Notwithstanding the availability of the electronic voting platform, Shareholders may still submit forms of proxy to CTSE by no later than 09:00 on Thursday, 4 December 2025 or the time and date stipulated by CTSE for administrative purposes.

#### **OTHER BUSINESS**

To transact such other business as may be transacted at an AGM and/or any matters raised by Shareholders with or without advance notice to the Company.

By order of the Board

A handwritten signature in black ink, appearing to be "Kilgetty", written over a horizontal line.

*Kilgetty Statutory Services (South Africa) (Pty) Ltd*  
**Company Secretary**

10 November 2025



**GAIA DIGITAL INFRA REIT LIMITED**  
Incorporated in the Republic of South Africa  
(Registration Number: 2021/926046/06)  
GDIR Ordinary Shares  
(Share Code: 4GDIRO, ISIN  
ZAE400000127)  
("Gaia Digital Infra REIT Limited" or "the Company")

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**FORM OF PROXY**

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**FOR USE BY SHAREHOLDERS WHO CANNOT ATTEND THE AGM OF THE COMPANY BUT WISHES TO BE REPRESENTED THEREAT**

*Where appropriate and applicable, the terms defined in the notice of AGM to which this form of proxy is attached bear the same meanings in this form of proxy.*

For use by Shareholders of the Company, registered as such at the close of business on **Friday, 28 November 2025**, being the voting record date ("**Voting Record Date**"), at the AGM of the Company to be held by electronic communication via Teams ([GFFR Annual General Meeting 2025 | Meeting-Join | Microsoft Teams](#)) (Meeting ID: 349 066 696 884; Passcode: Gk6us7T7) **and** at the Gaia offices (Workshop 17, Snakepit Building, 146 Campground Road, Newlands, Cape Town, 7700) on **Monday, 8 December 2025**, at **09:00** (hereinafter referred to as "**AGM**") or any postponement of this meeting.

I/We (FULL NAME IN BLOCK LETTERS)

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of (ADDRESS)

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being the  
holder/s of \_\_\_\_\_ ordinary shares in the Company, hereby appoint (see Note 1):

1. \_\_\_\_\_ or failing  
him/her,

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2. \_\_\_\_\_ or failing  
him/her,

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3. the chairperson of the AGM,  
as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the AGM and/or at any postponement or adjournment thereof, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the AGM, and to vote on the resolutions in respect of the ordinary shares registered in my/our name(s), in the following manner (see Note 2):

	Insert an "X" or the number of votes exercisable (one vote per share)		
<b>Ordinary Resolutions</b>	<b>In favour of</b>	<b>Against</b>	<b>Abstain</b>
1. Noting of Annual Financial Statements			
2. Re-appointment of Auditor			
3. Re-appointment of Directors			
3.1 Mr. Matthys Michiel Nieuwoudt			
3.2 Mr. Christiaan Pieter van Heerden			
3.3 Mr. Thabiso Masiela			
3.4 Ms. Doris Liana Theresia Dondur			
4. Appointment of Audit Committee members			
4.1 Ms. Doris Liana Theresia Dondur			
4.2 Mr. Thabiso Masiela			
4.3 Mr. Riaan van Heerden			
5. Appointment of Social and Ethics Committee members			
5.1 Ms. Doris Liana Theresia Dondur			
5.2 Mr. Thabiso Masiela			
5.3 Mr. Matthys Michiel Nieuwoudt			
6. Authority to Directors of the Company to effect implementation of the Ordinary resolutions.			
7. Waiver of the requirement for the interim financial information of the Company to be reviewed by the Company's reporting accountants.			
<b>Special Resolutions</b>			
1. Approval of Directors' Remuneration			

Unless otherwise instructed, my/our proxy may vote or abstain from voting as he/she thinks fit.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2025

Signature \_\_\_\_\_ Assisted by me (where applicable) \_\_\_\_\_

## Notes

- 1 A Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a Shareholder of the Company.
- 2 Every Shareholder present electronically in person or by proxy and entitled to vote at the AGM of the Company will, on a poll, be entitled to that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by him bears to the aggregate amount of the nominal value of all the shares issued by the Company.

## Instructions on signing and lodging the form of proxy

1. This form of proxy is only to be completed by those Shareholders who cannot attend the AGM of the Company and wish to appoint another person to represent them at the AGM.
2. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space/s provided overleaf, with or without deleting "*the chairperson of the AGM*", but any such deletion must be initialed by the Shareholder. Should this space/s be left blank, the proxy will be exercised by the chairperson of the AGM.
3. The person whose name appears first in the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
4. A Shareholder's voting instructions to the proxy must be indicated by the insertion of an "X", or the number of votes which that Shareholder wishes to exercise, in the appropriate spaces provided overleaf. Failure to do so will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she thinks fit in respect of all the Shareholder's exercisable votes. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the Shareholder or by his/her proxy.
5. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
6. To be valid, the completed forms of proxy must be lodged with the transfer secretaries of the Company, being the Cape Town Stock Exchange by e-mailing it to [admin@ctserregistry.co.za](mailto:admin@ctserregistry.co.za) or posting it to the transfer secretaries at Cape Town Stock Exchange, The District, Block B, 6th Floor, 41 Sir Lowry Road, Woodstock, Cape Town, 7925, to be received by them not later than 09:00 on Thursday, 4 December 2025 (for administrative purposes only) or 48 hours before the commencement or resumption of the AGM in the event of it being postponed or adjourned. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so.
7. The appointment of a proxy in terms of this form of proxy is revocable in terms of the provisions of section 58(4)(c) read with section 58(5) of the Companies Act, and accordingly a Shareholder may revoke the proxy appointment by
  - i. cancelling it in writing, or making a later inconsistent appointment of a proxy; and
  - ii. delivering a copy of the revocation instrument to the proxy and to the Company.

The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Shareholder as at the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered in the required manner.

8. A proxy appointment will remain valid until the end of the AGM (or any postponement or adjournment thereof).
9. A proxy may not delegate his authority in terms of this form of proxy to any other person.
10. The completion of any blank spaces overleaf need not be initialed. Any alterations or corrections to this form of proxy must be initialed by the signatory/ies.
11. The chairperson of the AGM may accept any form of proxy which is completed other than in accordance with these instructions provided that he is satisfied as to the manner in which a Shareholder wishes to vote.