



GAIA RENEWABLES 1 LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2020/113877/06)
(the “**Company**”)

Gaia Renewables 1 Ordinary Shares
(Share Code: 4AGR1O, ISIN ZAE400000259)
(the “**Ordinary Shares**”)

Gaia Renewables 1 A Preference Shares
(Share Code: 4AGR1A, ISIN ZAE400000101)
(“**A Preference Shares**”)

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

Thursday, 20 March 2025

1. Introduction

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 Directors of the Company proposes that the resolutions set out in this notice be considered and voted on by Gaia Renewables 1 ordinary shareholders (“**GR1 Ordinary Shareholders**”) and Gaia Renewables 1 A Preference shareholders (“**GR1 A Preference 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. Purpose of this notice

The purpose of this notice is to submit the following proposed resolutions to the GR1 Ordinary shareholders for consideration and approval:

2.1 Special Resolution Number 1: Amendment of the MOI - A Preferences Share Terms

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

2.2 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 Resolution Number 1.

The purpose of this notice is to submit the following proposed resolutions to the GR1 A Preference Shareholders for consideration and approval:

2.3 Special Resolution Number 1: Amendment of the MOI - A Preferences Share Terms

To approve the replacement of the MOI to give effect to, amongst other things, the proposed changes to the A Preference Share Terms.

3. Voting procedure

3.1 Shareholders are requested to complete the enclosed Voting Form and return it to the Company Secretary by no later than Tuesday, 22 April 2025 to the following address or email:

Physical address: 146 Campground Road, Newlands, Cape Town, Western Cape, 7780
Email: cosec@gaia.group

3.2 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.

3.3 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.

4. 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.

5. Salient dates and times

	2025
Notice Record date to receive notice of written resolutions	Friday, 14 March
Posting Date and Declaration Announcement	Thursday, 20 March
Last Voting Day	Tuesday, 22 April
Written resolution results Announcement	Thursday, 24 April
Distribution of statement advising of voting results	Wednesday, 7 May

6. 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.

7. 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.

8. 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 RENEWABLES 1 LIMITED** Board of Directors

A handwritten signature consisting of the letters 'R' and 'M' in a cursive, slightly stylized font.

Retha Meyer

Chairperson

20 March 2025

Issuer agent:

Gaia Fund Managers Proprietary Limited

Company Secretary

Hilde Matthee

GAIA RENEWABLES 1 LIMITED
(Incorporated in the Republic of South Africa)
Registration number: 2020/113877/06
("Gaia Renewables 1" or the "Company")

Gaia Renewables 1 Ordinary Shares
(CTSE Share Code: 4GR10, ISIN ZAE400000259)
("Ordinary Shares")

Gaia Renewables 1 Class A Preference Shares
(CTSE Share Code: 4GR1A, ISIN ZAE400000101)
("A 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 or A Preference Shareholders ("Shareholders") should complete this Written Consent and return the signed form to the GR1 Company Secretary in accordance with the instructions contained below and/or in the GR1 Notice of Proposed Resolutions dated Thursday, 20 March 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: Amendment of the MOI - A Preferences Share Terms			
Ordinary Resolution Number 1: Authority			

A Preference Shareholders:

Resolution	For*	Against*	Abstain*
Special Resolution Number 1: Amendment of the MOI - A Preferences Share Terms			

**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.