



## RDC PROPERTIES LIMITED

(Incorporated in the Republic of Botswana on 18 April 1996)

(Company number: BW00000877423)

BSE Ordinary Share Code: RDCP

("RDC" or "the Company")

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### NOTICE OF AN EXTRAORDINARY GENERAL MEETING

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All terms defined in the Circular dated 9 June 2025 and issued out by the Company by email and post on 10 June 2025, to which this notice is attached ("the Circular"), shall bear the same meanings herein.

The Record Date, Friday 6 June 2025, was established by the directors in terms of the Act for the purposes of determining which Unitholders are entitled to receive notice of the Extraordinary General Meeting. Wednesday 9 July 2025 is the date established by the directors for purposes of determining which Unitholders are entitled to be present, participate and vote at the Extraordinary General Meeting, which meeting is to be held on Thursday 10 July 2025.

Notice is hereby given that of Extraordinary General Meeting of the Unitholders of RDC Properties Limited to be held by way of electronic participation at Plot 54353, Unit 1H, 1st Floor, Masa Square Centre, Western Commercial Road, CBD, Gaborone Botswana at 16:00, on Thursday 10 July 2025 for the purposes of considering and, if deemed fit, passing, with or without modifications the resolutions set out below: -

#### **Special Resolution 1**

Article 11.2 of the Constitution be deleted in its entirety and replaced with the following:

"No new Securities shall be issued otherwise than by distribution to existing holders of such Securities pro rata the holding of existing Securities unless: -

- (1) the new Securities are to be used as consideration for the acquisition assets [or vendor consideration placing];
- (2) is an issue in terms of an approved incentive scheme;
- (3) is an issue of shares for cash which has been approved by the Unitholders by ordinary resolution, either by way of a general or specific authority in terms of the BSE Listings Requirements;
- (4) falls within a category in respect of which it is not, in terms of the BSE Listings Requirements, a requirement for the relevant securities to be so offered to existing unitholders;
- (5) is otherwise undertaken in accordance with an authority approved by unitholders in a general meeting; or
- (6) if the directors believe it is in the best interests of the Company, in lieu of any cash payment for any dividend on shares or interest on debentures, notes or bonds, or a distribution on any Linked Unit."

#### **Ordinary Resolution 1: Waiver Resolution**

Ordinarily resolved that the RDC Independent Unitholders hereby irrevocably waive, to the extent necessary, the benefits of a Mandatory Offer by Allan Gray (either alone or together with its respective related or inter-related parties and any person who acts in concert with any of them, if applicable) arising from the issue of the Acquisition Issue Linked Units in terms of the Proposed Acquisition.

**A circular containing information as to:**

- **a bonus issue award of 189 558 234 new linked units in the Company, to the Qualifying Unitholders, on the basis of 1 new linked unit for every 4 linked units held;**

- **the issue of up to 181 721 181 linked units in the Company, as consideration for the linked units in PrimeTime to be issued to PrimeTime Unitholders, who/which accepts the RDC Offer;**
- **details of the proposed amendment to the Constitution; and**
- **details of the resolution in respect of the Waiver;**

**is available on X-News and has been sent by email to unitholders that have email addresses and by post to unitholders with postal addresses.**

**You are advised to consider the contents of the circular in determining whether you will attend the meeting and the manner of your voting at the meeting.**

Shareholders are referred to the “**Electronic Participation General Meeting Guide**” attached to this notice, for further instructions, on electronic participation.

The Transfer Agent will by no later than 17:00 on Wednesday 9 July 2025 notify Unitholders of the username and password through which Unitholders which are eligible to be present and vote at the Extraordinary General Meeting can participate electronically.

Unitholders will be liable for their own network charges in relation to electronic participation in and/or voting at the Extraordinary General Meeting.

Any such charges will not be for the account of the Company or the Transfer Agent or the Company Secretary none of which/whom can 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 unitholder from participating in and/or voting at the Extraordinary General Meeting.

### **Voting at the Extraordinary General Meeting**

Eligible Unitholders connecting to the Extraordinary General Meeting will be able to participate in the meeting. Voting will be conducted by poll and unitholders will be able to cast their votes electronically at the Extraordinary General Meeting.

Eligible Unitholders are encouraged to submit any questions to the Company Secretary at PricewaterhouseCoopers Proprietary Limited [saumendu.sinha@pwc.com](mailto:saumendu.sinha@pwc.com) or Transfer Agent at [investor@rdc.bw](mailto:investor@rdc.bw) These questions will be addressed at the Extraordinary General Meeting and will also be responded through email.

Eligible Unitholders will be entitled to participate in the Extraordinary General Meeting and to vote (or abstain) from voting (on the resolutions). Only RDC Independent Unitholders will be entitled to vote on Ordinary Resolution 1. Accordingly, Allan Gray, together with any of Allan Gray's related, inter-related or concert parties are precluded from voting on Ordinary Resolution 1.

Eligible Unitholders who are participating via the electronic platform by proxy at the Extraordinary General Meeting shall have one vote for every linked unit held or represented.

### **Proxies**

A unitholder entitled to attend and vote at the Extraordinary General Meeting may appoint one or more persons as its proxy to attend and vote (or abstain from voting) in its stead.

A proxy need not be a unitholder of the Company.

A form of proxy is attached for the convenience of “own name” dematerialized unitholders who are unable to attend the Extraordinary General Meeting but wish to be represented thereat.

In order to be valid duly completed forms of proxy must be received by the Transfer Agent at RDC Properties Limited Plot 54353, Unit 1H, 1st Floor, Masa Square Centre, Western Commercial Road, CBD, Gaborone or by or by email to [investor@rdc.bw](mailto:investor@rdc.bw) as soon as possible and by no later than 16:00 on Wednesday 9 July 2025 for administrative purposes.

Any unitholder who completes and lodges a form of proxy will nevertheless be entitled to participate and vote at the Extraordinary General Meeting, should the unitholder decide to do so.

Unitholders who have not previously provided the Transfer Agent with an email address and who wish to participate and vote at the extraordinary general meeting must inform the Transfer Agent by immediately emailing their details and copy of proof of identification to [investor@rdc.bw](mailto:investor@rdc.bw). Such unitholders will be provided with a meeting ID number, username and password in order to connect to the Extraordinary General Meeting electronically, as explained above.

Unitholders other than those registered in “own name” who have not been contacted by their CSDP or broker with regard to how they wish to cast their votes should contact their CSDP or broker and instruct their CSDP or broker as to how they wish to cast their votes at the Extraordinary General Meeting, in order for their CSDP or broker to vote in accordance with such instruction.

If a Unitholder wishes itself to participate and vote at the Extraordinary General Meeting itself, it must obtain the necessary letter of representation from its CSDP or broker and a copy together with its email address must be submitted to the Transfer Agent who will provide further instructions as soon as possible. Such a unitholder will be provided with a meeting ID number, username and password in order to connect to the Extraordinary General Meeting electronically, as explained above.

For and on behalf of the Board

Transfer Agent  
RDC PROPERTIES LIMITED  
Plot 54353, Unit 1H, 1st Floor, Masa Square Centre,  
Western Commercial Road, CBD,  
Gaborone Contact: Kabo Tshukudu  
11 June 2025

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## **IMPORTANT INFORMATION REGARDING ATTENDANCE, PARTICIPATION AND VOTING AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY 10 JULY 2025 (“EGM”)**

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Persons who are registered as unitholders, in the registers of the Company at the CSDB or at the Transfer Agent, as of 12 noon on Wednesday 9 July 2025, shall be entitled to attend, participate, and vote in person or by proxy, at the EGM.

### **ELECTRONIC PARTICIPATION**

The EGM will be held entirely through electronic communication being audio communication by which all Unitholders participating in the meeting and simultaneously hear each other throughout the meeting, as provided for in section 109 of the Companies Act and section 3(b) of the Second Schedule to the Companies Act. The Company’s Constitution also permits such electronic communication at a meeting of unitholders.

Unitholders which choose not to attend in person but seek to appoint a proxy to attend either meeting, on their behalf can still submit their proxy forms. Proxy forms are to be delivered or sent by fax or by email to the Transfer Agent, as provided for on the proxy form. Where a Unitholder has submitted a proxy form, the person attending an EGM on the Unitholder’s behalf shall be presumed to vote in accordance with the instructions of voting set out in the proxy form.

Unitholders and the proxy of any Unitholder who wish to participate in the EGM, will be required to submit the relevant duly completed Electronic Participation Form which is annexed to the Circular together with the relevant documents to the Transfer Agent, as provided for on the Form. Unitholders are strongly encouraged to complete their verification well ahead of time.

Once the identity of a Unitholder seeking to attend the meeting and the authority of any person representing such a Unitholder (if the unitholder is not an individual) or the proxy appointed by a Unitholder and the person seeking to attend an EGM has been verified by the Transfer Agent, the person seeking to attend the EGM will be provided with details on how to join the EGM web stream.

Unitholders who have not appointed a proxy, hence not set forth instructions of voting, and who intend to participate in the meeting, once the identity of the Unitholder has been verified the Unitholder will be provided with a voting form together with instructions on how to join the EGM 2025 web stream. Unitholders or proxies for Unitholders attending a meeting are urged to send their duly completed voting forms to the Transfer Agent by delivery, or by fax, or by email before the meeting.

Pursuant to Article 13.3 of the Constitution of the Company, the Chairman has regulated the procedure to be adopted at the meeting: -

- voting will be by poll;
- as a result, in terms of Article 15.2 of the Constitution voting will be by way of submission of voting papers by Unitholders or proxies attending the meeting before the meeting or during but before the end of the meeting;
- any voting during the meeting shall take place at the end of the meeting, after each of the resolutions set forth in the notice calling the meeting have been proposed and seconded and put to the meeting, and the voting as recorded in proxy forms and voting forms already received read out;
- pursuant to Article 15.10 of the Constitution, the auditors, Grant Thornton, will scrutinize the proxy forms, the voting forms and the results;
- pursuant to Article 15.11 of the Constitution, the Chairman shall declare the result after receipt of a certificate from the auditors in terms of Article 15.11 of the Constitution; and
- the Chairman shall cause declaration of the results of voting on each resolution to be emailed to all Unitholders and proxies present at a meeting, within 3 hours of the holding of that meeting.

The Company shall publish the results of each meeting within 48 hours of the conclusion of the meeting.

## **VOTING INSTRUCTION**

### **Nominee Accounts**

Unitholders whose Units are held in a nominee account must not complete the attached form of proxy.

If Units are held in a nominee account, then nominee, Central Securities Depository Participant ("CSDP") or stockbroker should contact the Unitholder to ascertain how to cast votes at the EGM 2024 and thereafter cast the Unitholder's vote in accordance with its instruction.

If you have units in the Company held in a nominee account and have not been contacted it would be advisable for you to contact your nominee or CSDP or broker and furnish them with your instruction. If your nominee or CSDP or broker does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them, if the mandate is silent in this regard, to abstain from voting.

Unless you advise your nominee, CSDP or broker timeously in terms of your agreement by the cut of time advised by them that you wish to attend the EGM or send a proxy to represent you, your nominee, CSDP or broker will assume you do not wish to attend the EGM or send a proxy.

If a nominee, CSDP or broker is a company it may appoint a proxy provided that the proxy form is accompanied by a resolution of the nominee, CSDP or broker empowering the person acting on behalf of the nominee, CSDP or broker to appoint the proxy. Alternatively, such nominee, CSDP or broker may appoint by resolution, a person to represent it at a meeting; in such event, the resolution should be delivered to PWC 48 hours prior to the holding of the meeting. The proxy or representative appointed by the nominee, CSDP or broker should complete the Electronic Participation Form and deliver that to the Transfer Agent.

If you wish to participate in the EGM, request the necessary letter of representation from your nominee or CSDP or broker and submit this letter together with the Electronic Participation Form.

### **Own name unitholders**

"Own name" Unitholders who wish to participate at the EGM themselves, should submit their duly completed Electronic Participation Form together with an acceptable form of identification.

Own name Unitholders may also appoint a proxy to represent them at the EGM by completing the attached proxy form and returning it to PWC at least 24 hours prior to the time and date of the meeting. If a Unitholder appoints someone other than the Chairman of the meeting as their proxy and wants the proxy to participate in the EGM, the proxy must complete and submit an Electronic Participation Form.

By Order of the Board

RDC PROPERTIES LIMITED  
Transfer Agent

11 June 2025



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### FORM OF PROXY

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I/we.....of.....being holder of  
.....

linked units, issued and outstanding of the Company, hereby appoint  
..... or failing him/her ..... or the  
chairman of the meeting as my/our proxy to vote for me/us at the Extraordinary General Meeting of  
the Company to be held at Plot 54353, Unit 1H, 1st Floor, Masa Square Centre, Western Commercial  
Road, CBD Gaborone, Botswana at 1600hrs, on Thursday 10 July 2025.

	For	Against	Abstain
Special Resolution 1- in respect of the amendment of the Constitution			
Ordinary Resolution 1- in respect of the waiver of the Mandatory Offer in terms of regulation 86(4) of the SA Takeover Regulations			

Please indicate with an "X" how you wish your votes to be cast.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Signature of unitholder(s) \_\_\_\_\_

Name of unitholder(s) \_\_\_\_\_

If signed in representative capacity the capacity:

Name of representative \_\_\_\_\_

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

**NOTES:**

1. A Unitholder's instructions to the proxy must be indicated by the insertion of an "X" in the appropriate space provided. Failure to comply herewith will be deemed to authorize the proxy to vote at the Extraordinary General Meeting as he/she deems fit in respect of the Unitholder's votes exercisable thereat. A Unitholder or his/her proxy is obliged to use all the votes exercisable by the Unitholder. If the proxy form is signed under a power of attorney, it must be accompanied by a copy of the power of attorney and a signed notice of non-revocation of the power of attorney (unless the power of attorney has already been deposited with the Company).
2. The form appointing such a proxy must be deposited at the office of the Transfer Agent, RDC Properties Limited Plot 54353, Unit 1H, 1st Floor, Masa Square Centre, Western Commercial Road, CBD, Gaborone or by email to [investor@rdc.bw](mailto:investor@rdc.bw) not less than 24 hours before the meeting.
3. Proxies executed by companies/organisations should be accompanied by a resolution of the organisation appointing the representative to sign the proxy.
4. The completion and lodging of this instrument will not preclude the relevant Unitholder from attending the Extraordinary General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such Unitholder wish to do so.
5. The Chairman of the Extraordinary General Meeting may reject or accept any form of proxy not completed and/or received other than in accordance with the instructions provided in the Notice convening the meeting and these notes, provided that he is satisfied as to the manner in which the Unitholder concerned wishes to vote.
6. A form of proxy shall be valid for the Extraordinary General Meeting as well as for any adjournment thereof, unless the contrary is stated thereon.
7. A vote given in accordance with the terms of a proxy shall be valid, notwithstanding the previous death or insanity of the Unitholder, or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the linked units in respect of which the proxy is given, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company not less than one hour before the commencement of the Extraordinary General Meeting or adjourned Extraordinary General Meeting at which the proxy is to be used.
8. Where linked units are held jointly, all joint Unitholders must sign the Proxy.
9. A minor must be assisted by his/her guardian, unless relevant documents establishing his/her legal capacity are produced or have been registered by the Company.