

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 6 of this Circular apply, *mutatis mutandis*, to this cover page.

### ACTION REQUIRED

This document is important and should be read in its entirety with particular attention to the section titled "Action Required by Shareholders", which commences on page 3 of this Circular. If you are in any doubt as to the action you should take, please consult your broker, CSDP, banker, legal advisor, accountant or other professional advisor immediately.

If you have disposed of all your Ordinary Shares, then this Circular, together with the attached Voting Form and Form of Proxy, should be handed to the purchaser of such Ordinary Shares or to the broker, CSDP, banker or other agent through whom the disposal was effected.

**GAIA does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of any Dematerialised Shareholder to notify such Dematerialised Shareholder of the Transaction and actions required by Shareholders set out in this Circular.**



## GAIA INFRASTRUCTURE CAPITAL LIMITED

(Incorporate in South Africa)

(Registration number 2015/115237/06)

JSE share code: GAI ISIN: ZAE000210555

("GAIA" or "the Company")

## CIRCULAR TO GAIA SHAREHOLDERS

relating to:

- **the termination of the Existing Management Agreement and conclusion of the Termination Agreement between GAIA and Manco resulting in the internalisation of GAIA's asset management, which transaction constitutes a small related party transaction for GAIA in terms of the Listings Requirements,**

and incorporating:

- **the Ordinary Resolution submitted to Shareholders and, if deemed fit, to be adopted by the requisite majority of Shareholders as a written resolution in terms of section 60 of the Companies Act;**
- **a Voting Form; and**
- **a Form of Proxy (blue), only for use by Certificated Shareholders and Dematerialised Shareholders with "own-name" registration.**

### Corporate Advisor



### Legal Advisor

**WEBBER WENTZEL**  
in alliance with > Linklaters

### JSE Sponsor

**sasfin** | Capital  
beyond a bank

Date of issue: Monday, 11 May 2020

This Circular is available in English only. Copies of this Circular are available on the Company's website at <http://www.gaia-ic.com> and may also be obtained from the Company and the sponsor at the addresses set out in the "Corporate Information and Advisors" section of this Circular during normal office hours from Monday, 11 May 2020 to Monday, 15 June 2020.

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## CORPORATE INFORMATION AND ADVISORS

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### Registered Office

GAIA Infrastructure Capital Limited  
(Registration number 2015/115237/06)  
3rd Floor, Penthouse 5  
4 The High Street  
Melrose Arch, 2196  
Johannesburg

### Corporate Advisor

Birkett Stewart McHendrie Proprietary Limited  
(Registration number 2014/201187/07)  
Ground Floor, Jindal Africa Building  
22 Kildoon Road  
Bryanston, 2191  
Johannesburg

### Sponsor

Sasfin Capital Proprietary Limited  
(Registration number 1987/002097/06)  
29 Scott Street,  
Waverley, 2090  
Sandton  
Johannesburg

### Company Secretary

Fusion Corporate Secretarial Proprietary Limited  
(Registration number 2007/008376/07)  
Unit 7, Block C, Southdown's Office Park  
22 Karee Street, Irene  
Centurion, 0157

### Legal Advisor

Webber Wentzel  
90 Rivonia Road  
Sandhurst  
Sandton, 2196

### Transfer Secretaries

Computershare Investor Services Proprietary  
Limited  
(Registration number 2004/003647/07)  
Rosebank Towers  
15 Biermann Avenue Rosebank, 2196  
(Private Bag x9000, Saxonwold, 2132)

### Date and place of incorporation of the Company

Incorporated in 2015 in the Republic of South Africa

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## FORWARD-LOOKING STATEMENTS

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The definitions and interpretations commencing on page 6 of this Circular apply, *mutatis mutandis*, to this section.

This Circular contains statements about GAIA that are or may be forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as “believe”, “aim”, “expect”, “anticipate”, “intend”, “foresee”, “forecast”, “likely”, “should”, “planned”, “may”, “will”, “outlook”, “project”, “estimated”, “potential” or similar words and phrases.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. GAIA cautions that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, liquidity and the developments within the industry in which GAIA operates may differ materially from those made in, or suggested by, the forward-looking statements contained in this Circular.

All these forward-looking statements are based on estimates and assumptions made by GAIA, as communicated in publicly available documents by GAIA, all of which estimates and assumptions, although GAIA believes them to be reasonable, are inherently uncertain. Such estimates, assumptions or statements may not eventuate. Factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in those statements or assumptions include other matters not yet known to GAIA or not currently considered material by GAIA.

Shareholders should keep in mind that any forward-looking statement made in this Circular or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of GAIA not to develop as expected may emerge from time to time and it is not possible to predict all such factors. Further, the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement are not known. GAIA has no duty to, and does not intend to, update or revise the forward-looking statements contained in this Circular after the date of this Circular, except as may be required by law.

Any forward-looking statement has not been reviewed or reported on by GAIA’s external auditors or any other expert.

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## ACTION REQUIRED BY GAIA SHAREHOLDERS

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The definitions and interpretations commencing on page 6 of this Circular apply, *mutatis mutandis*, to this section.

This Circular is important and requires your immediate attention. The action you need to take is set out below. If you are in any doubt as to what action you should take, please consult your broker, banker, legal adviser, CSDP or other professional adviser immediately. If you have disposed of all of your Ordinary Shares, then this Circular, together with the accompanying Voting Form and Form of Proxy (*blue*), should, subject to applicable securities law, be forwarded to the purchaser of such Ordinary Shares or to the broker, banker, CSDP or other agent through whom the disposal was effected.

The Directors have resolved to submit, pursuant to section 60 of the Companies Act, the Ordinary Resolution to be considered and voted on in writing by Shareholders of the Company as set out in detail in Annexure 1 to this Circular.

The Ordinary Resolution relates to approval by Shareholders of the implementation of the Manco Internalisation pursuant to, and in accordance with, the terms of the Termination Agreement.

Subject to the requirements outlined below, Shareholders must exercise their voting rights in relation to the Resolution in writing pursuant to the Voting Forms within 20 Business Days from the Deemed Date and by not later than Monday, 15 June 2020 in accordance with section 60(1)(b) of the Companies Act. Therefore, voting rights exercised after Monday, 15 June 2020 will not be considered for determining whether the Ordinary Resolution is adopted or not adopted by Shareholders as envisaged in section 60 of the Companies Act.

### **Dematerialised Shareholders who have not elected “own-name” registration**

1. Dematerialised Shareholders without “own-name” registration must furnish their CSDP or broker with their instructions for voting in respect of the Ordinary Resolution. Such shareholders must **not** lodge the Voting Form. Unless such Dematerialised Shareholders advise their CSDP or broker, as the case may be, of their voting instructions in relation to the Resolution by the cut-off time stipulated in terms of any custody agreement between the Dematerialised Shareholder and its CSDP or broker, the CSDP or broker will be obliged to vote (or abstain from exercising voting rights on behalf of that Dematerialised Shareholder) as per the instructions contained in the custody agreement concluded between the CSDP or broker and the relevant Dematerialised Shareholder.
2. **GAIA does not accept responsibility and will not be held liable for any failure on the part of the CSDP of Dematerialised Shareholders to notify such Shareholders of the Ordinary Resolution to be put to Shareholder vote.**

### **Certificated Shareholders and Dematerialised Shareholders with “own-name” registration**

3. Certificated Shareholders and Dematerialised Shareholders with “own-name” registration, may indicate on the Voting Form the manner in which they wish to exercise their voting rights in respect of the Ordinary Resolution.
4. The Voting Form must be completed and signed in accordance with the instructions therein, and must be received by the Transfer Secretaries, at any of the following addresses:
  - a) Physical address: Rosebank Towers, 15 Biermann Avenue Rosebank, 2196
  - b) Postal address: Private Bag x9000, Saxonwold, 2132
  - c) Fax: +27 (0) 11 688 5238
  - d) Email: proxy@computershare.co.za

within 20 (twenty) Business Days of the Deemed Date (excluding the Deemed Date and including the last day of the 20 (twenty) Business Day period, being Monday, 15 June 2020), contemplated herein.

5. Certificated Shareholders and Dematerialised Shares with “own-name” registration, who may wish to appoint a proxy for the purposes of voting in respect of the Ordinary Resolution, must ensure that the relevant Form of Proxy is received by the Transfer Secretaries within the 20 (twenty) Business Day period prescribed above in respect of the Voting Form.

**Deemed receipt**

6. Where a Shareholder has received this Circular electronically, such Shareholder is deemed to have received this Circular on the Deemed Date, notwithstanding the date of actual receipt hereof.

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## SALIENT DATES AND TIMES

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The definitions and interpretations commencing on page 6 of this Circular apply, *mutatis mutandis*, to this section:

**2020**

Record date for determining which Shareholders will be entitled to receive the Circular and to vote on the Resolution	Friday, 24 April
Circular made available on the Company's website ( <a href="http://www.gaia-ic.com">http://www.gaia-ic.com</a> ), announced on SENS and distributed to Shareholders on	Monday, 11 May
Deemed Date	Monday, 18 May
Deadline for the exercise of voting rights by Shareholders on the Ordinary Resolution by 17:00	Monday, 15 June
Latest Publication Date on SENS <sup>3</sup>	Wednesday, 17 June
Transaction expected to be implemented on or about <sup>4</sup>	Wednesday, 17 June
Distribution of statement of results of the Resolution in terms of section 60(4) of the Companies Act by no later than	10 Business Days following the Publication Date

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### Notes

1. All dates and times in this Circular are local times in South Africa. The above dates and times are subject to change. Any changes will be released on SENS.
2. Shareholders are reminded that shares in companies listed on the JSE can no longer be bought or sold on the JSE unless they have been dematerialised onto the Strate System. It is therefore suggested that Certificated Shareholders should consider Dematerialising their Ordinary Shares and replacing them with electronic records of ownership. In this regard, Certificate Shareholders may contact either their own broker or a preferred CSDP, details of which are available from Strate at [queries@strate.co.za](mailto:queries@strate.co.za) or telephone +27 11 759 5300 or fax +27 11 759 5505.
3. Assumed the latest possible Publication Date.
4. The effective date of the Transaction is the day on which the last of the conditions precedent as set out in paragraph 5 of the Circular are fulfilled or waived, as the case may be.

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## DEFINITIONS AND INTERPRETATIONS

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In this Circular and the annexures hereto, unless inconsistent with the context, an expression which denotes a gender includes the other gender, a natural person includes a juristic person and vice versa, the singular includes the plural and vice versa and the expressions set out in the first column bear the meaning assigned to them in the second column.

<b>“Act” or “Companies Act”</b>	the Companies Act, 71 of 2008, as amended;
<b>“Acquisition Cost”</b>	the aggregate cost of an investment as defined per the Existing Management Agreement, which includes the equity and debt component of such an investment but which excludes all transaction costs, including but not limited to all legal, accounting and advisory fees (including the transaction fee) paid by GAIA in relation to the relevant investment;
<b>“Board” or “Directors”</b>	the board of directors of GAIA and Director means any member of the Board, as the context may require;
<b>“Business Day”</b>	any day other than a Saturday, Sunday or official public holiday in South Africa;
<b>“Certificated Shareholder”</b>	a Shareholder that holds Ordinary Shares in Certificated Form;
<b>“Certificated” or “Certificated Form”</b>	Ordinary Shares which are not Dematerialised, the title to which is evidenced by a share certificate or another document evidencing title of such Ordinary Shares;
<b>“Circular”</b>	this bound document dated Monday, 11 May 2020, including any annexures thereto;
<b>“Conditions Precedent”</b>	the conditions precedent to the Termination Agreement, details of which are set out in clause 3 of the Termination Agreement and summarised in paragraph 5 of this Circular;
<b>“CSDP”</b>	a Central Securities Depository Participant, as defined in the Financial Markets Act, appointed by a holder of Ordinary Shares for purposes of, and in relation to, the Dematerialisation of Ordinary Shares evidenced by physical documents of titled in to the Strate System;
<b>“Current Investment Policy”</b>	the investment policy of the Company, further details of which are set out in paragraph 2 of this Circular;
<b>“Deemed Date”</b>	seven calendar days subsequent to the posting of this Circular;
<b>“Dematerialise” or “Dematerialised Form”</b>	the process by which documents of title evidencing that securities held are replaced by an electronic record of such securities in the Strate System;
<b>“Dematerialised Shareholder”</b>	a Shareholder that holds Ordinary Shares in Dematerialised Form;
<b>“Disposal Proceeds”</b>	the aggregate proceeds received, in cash or in kind, from the realisation or disposal of an investment;
<b>“Effective Date” or “Termination Date”</b>	the date on which the last of the Conditions Precedent set out in paragraph 5 of this Circular have been fulfilled or waived (or such other fulfilment date as may be agreed on in writing by the Parties), as the case may be;
<b>“Enterprise Value”</b>	shall bear the meaning ascribed thereto in paragraph 3.1.4.1 of this Circular;
<b>“Existing Management Agreement”</b>	the written management services agreement entered into between GAIA, GAIA FS and Manco, dated 27 October 2015, in terms of which Manco provides certain investment advisory services to, <i>inter alia</i> GAIA and GAIA FS;
<b>“Existing Termination Fee”</b>	shall be the meaning ascribed thereto in paragraph 3.1.6 of this Circular;
<b>“Financial Markets Act”</b>	the Financial Markets Act 19 of 2012, as amended;
<b>“Form of Proxy”</b>	the form of proxy attached to this Circular in terms of which a Shareholder can appoint a proxy to vote on the Resolution on its behalf;

<b>"GAIA" or the "Company"</b>	Gaia Infrastructure Capital Limited, a public company incorporated in accordance with the laws of South Africa, with registration number: 2015/115237/06, all the issued Ordinary Shares of which are admitted to listing and trading on the JSE;
<b>"GAIA FS"</b>	GAIA Financial Services (RF) Proprietary Limited, a private company incorporated in accordance with the laws of South Africa, with registration number: 2015/212709/07;
<b>"JSE"</b>	JSE Limited, a public company incorporated in accordance with the laws of South Africa and which is licensed to operate an exchange in terms of the Financial Markets Act, with registration number: 2005/022939/06 or the Johannesburg Stock Exchange, a licensed exchange operated by the JSE Limited, as the context may require;
<b>"Last Practicable Date"</b>	the Last Practicable Date prior to finalisation of this Circular, being Thursday, 07 May 2020;
<b>"Listings Requirements"</b>	the Listings Requirements of the JSE, as issued and amended by the JSE from time to time;
<b>"Manco"</b>	GAIA Infrastructure Partners Proprietary Limited, a private company duly incorporated in accordance with the laws of South Africa and the management company of GAIA, with registration number: 2012/093632/07;
<b>"Manco Internalisation" or the "Transaction"</b>	the internalisation of GAIA's management function by way of termination of the Existing Management Agreement;
<b>"Memorandum of Incorporation"</b>	the memorandum of incorporation of the Company, as amended from time to time;
<b>"Ordinary Shares"</b>	ordinary no par value shares in the capital of the Company;
<b>"Parties"</b>	GAIA, GAIA FS and Manco;
<b>"Publication Date"</b>	the date of publication of the results of the Ordinary Resolution on SENS, which will be the earlier of i) the Business Day following receipt of Voting Forms from Shareholders representing more than 50% of the total votes exercisable on the Ordinary Resolution or ii) the Business Day following the deadline for Shareholders to exercise their voting rights, as set out in the "Salient Dates and Times" section of this Circular;
<b>"Related Parties" or "Related Party"</b>	a related party as defined in the Listings Requirements and, for purposes of the Resolution required to implement the Manco Internalisation, includes Mr. Phillip Schabort, Mr. Leon de Wit, Mr. Clive Ferreira and Mr. Matthys Nieuwoudt and their associates;
<b>"Resolution" or "Ordinary Resolution"</b>	the ordinary resolution pertaining to the approval of the Manco Internalisation, which is submitted to Shareholders in terms of section 60 of the Companies Act and is required to be adopted by the requisite majority of Shareholders in order to implement the Manco Internalisation, the details of which are set out in Annexure 1 of this Circular;
<b>"Securities"</b>	shall bear the meaning ascribed thereto in the Companies Act;
<b>"SENS"</b>	the JSE's Stock Exchange News Service;
<b>"Shareholders" or "GAIA Shareholders"</b>	holders of Ordinary Shares, as recorded in the securities register of the Company;
<b>"SLI"</b>	Specialised Listed Infrastructure Equity En Commandite Partnership, a major shareholder of the Company;
<b>"South Africa"</b>	the Republic of South Africa;
<b>"Strate"</b>	Strate Proprietary Limited, a private company incorporated in accordance with the laws of South Africa, with registration number: 1998/022242/07, and which is registered as a central securities depository in terms of the Financial Markets Act;

<b>“Strate System”</b>	the system operated by Strate for dealings in Dematerialised securities listed on the JSE and for dealings in certificated securities listed on the JSE that take place off-market;
<b>“Termination Agreement”</b>	the written termination agreement entered into between the Parties on 15 April 2020 in terms of which the Parties agreed, subject to obtaining the requisite Shareholder approval, to amend the Termination Fee payable in terms of the Existing Management Agreement to an agreed reduced amount of R18 million and to the consensual termination of the Existing Management Agreement, with effect from the Effective Date, further details of which are set out in paragraph 3 of this Circular;
<b>“Termination Fee”</b>	shall bear the meaning ascribed thereto in paragraph 3 of this Circular;
<b>“Transfer Secretaries”</b>	Computershare Investor Services Proprietary Limited, the transfer secretaries of the Company, which is a private company incorporated in accordance with the laws of South Africa, with registration number: 2004/003647/07; and
<b>“Voting Form”</b>	the voting form attached to the Circular.



## GAIA INFRASTRUCTURE CAPITAL LIMITED

(Incorporate in South Africa)  
(Registration number 2015/115237/06)  
JSE share code: GAI ISIN: ZAE000210555  
("GAIA" or "the Company")

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### Directors

Khalipha Edward Mbalo (*Independent Non-executive Chairman*)  
Prudence Lebina (*Chief Executive Officer*)  
Sisanda Tuku (*Independent Non-executive Director*)  
Them bani Bukula (*Independent Non-executive Director*)  
Karen Breytenbach (*Independent Non-executive Director*)

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## CIRCULAR TO GAIA SHAREHOLDERS

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### 1. INTRODUCTION

- 1.1 GAIA is an investment holding company which aims to create long-term value for Shareholders through targeting selected investment opportunities which meet its Current Investment Policy.
- 1.2 Shareholders are referred to the SENS announcement, released by the Company on Thursday, 16 April 2020, wherein Shareholders were advised that:
  - 1.2.1 The Board has resolved to internalise the management of GAIA's investment portfolio and assets by (i) amending the Termination Fee payable and (ii) terminating the Existing Management Agreement between *inter alia* Manco and GAIA in consideration for payment by GAIA to Manco of a Termination Fee of R18 million. If implemented, the Manco Internalisation would have the economic effect of internalising the management of GAIA in a manner that could better align the interests of the Company's management and investors and is consistent with global best practice.
  - 1.2.2 The Manco Internalisation is classified as a small related party transaction in terms of Section 10.7 of the Listings Requirements as disclosed in paragraph 6 of this Circular.
  - 1.2.3 In the event of its termination or amendment, the Existing Management Agreement provides that an ordinary resolution (as defined in the Companies Act) is required to be adopted by Shareholders in order to approve such termination or amendment of the Existing Management Agreement.
  - 1.2.4 Following an engagement process, the Existing Management Agreement, as detailed in paragraph 3 is to be terminated. Consequently, the Board has resolved to submit the Ordinary Resolution to Shareholders to consider and, if deemed fit, approve the Transaction as outlined above. The Related Parties disclosed in paragraph 6 of this Circular will be excluded from voting on the Manco Internalisation.
- 1.3 The purpose of this Circular is to:
  - 1.3.1 provide GAIA Shareholders with information relating to the Transaction as to enable Shareholders to make an informed decision as to whether or not they should vote in favour of the Transaction; and
  - 1.3.2 submit, as contemplated in section 60 of the Companies Act, with effect from the Deemed Date, the Resolution to Shareholders to consider and, if deemed appropriate, pass the

Resolution (in writing pursuant to the Voting Forms). Subject to the requirements contained herein, Shareholders must exercise their voting rights in relation to the Resolution in writing pursuant to the Voting Forms within 20 Business Days from the Deemed Date and by not later than Monday, 15 June 2020 in accordance with section 60(1)(b) of the Companies Act. Therefore, voting rights exercised after Monday, 15 June 2020 will not be considered for determining whether the Ordinary Resolution is adopted or not adopted by Shareholders as envisaged in section 60 of the Companies Act.

## 2. OVERVIEW OF GAIA INFRASTRUCTURE CAPITAL LIMITED

### 2.1 History and Nature of the business

- 2.1.1 GAIA is an infrastructure investment holding company, the issued Ordinary Shares of which were admitted to listing and trading on the JSE in November 2015 as a special purpose acquisition company with an initial equity raising of R550 million. In the same year GAIA signed the Existing Management Agreement with Manco to provide investment advisory services to GAIA for a period of no less than five years.
- 2.1.2 GAIA transferred to the Investment Services sector of the JSE in January 2017 after completing the acquisition of an effective see-through economic interest of 25.2% in Dorper Wind Farm. GAIA invests in diversified large-scale energy, transport and water and sanitation operational and/or near-operational infrastructure assets offering a target investment return of CPI+6%.
- 2.1.3 Its objective is to provide investors with uncorrelated predictable, inflation linked and long-term yielding investments, whilst providing investors with liquidity to exit their investments.
- 2.1.4 GAIA will continue to focus on investing in various infrastructure projects through equity and debt instruments that meet the required returns. GAIA's goal is to build a portfolio of operational infrastructure assets that present low investment risk and are income generating. Initially focusing on utility scale renewable energy, GAIA's diversified portfolio will over time span energy, transport and water-related infrastructure.

## 3. TERMINATION OF THE EXISTING MANAGEMENT AGREEMENT

### 3.1 The Existing Management Agreement

- 3.1.1 Manco provides investment advisory services exclusively to GAIA in accordance with the Existing Management Agreement.
- 3.1.2 Under the Existing Management Agreement, the Manco was appointed to, *inter alia*, originate, identify, evaluate, screen and investigate appropriate investment opportunities for GAIA and exit strategies in respect of investments, investigate and identify investments for acquisition or divestment, advise on and assist with the implementation of transactions and to advise on and assist with negotiations regarding the terms of any purchase.
- 3.1.3 Manco was also appointed to monitor investments, advise on oversight and operational interventions of investments that GAIA has made and where appropriate, advise the boards of directors of portfolio companies and giving general business management advice to such boards for the duration of GAIA's investment in such portfolio companies.
- 3.1.4 Manco is entitled to:
  - 3.1.4.1 an annual management fee, which fee is payable in arrears in four quarterly instalments. For each interim period quarter, the management fee shall be calculated in accordance with the formulas per the Existing Management Agreement as illustrated below:

$$MF=EV \times R \times n / 365$$

Where

- MF = Management Fee
- EV = The Enterprise Value for the relevant quarter
- R = A nominal annual rate of 0.8%
- n = The number of days in each period quarter

The Enterprise Value shall be calculated as follow:

$$EV=AMC+D$$

Where

EV = The weighted Enterprise Value of GAIA for the quarter

AMC = Is the weighted average market capitalisation for the quarter

D = Is the average debt balance due for the relevant quarter

3.1.4.2 a transaction fee equal to 1% of the Acquisition Cost or Disposal Proceeds for each acquisition and each disposal by GAIA or realisation of an investment by GAIA.

3.1.5 The Existing Management Agreement may terminate:

3.1.5.1 upon the expiry of a period of not less than 12 (twelve) months' after written notice to such effect is given by either party to the other, provided that:

3.1.5.2 no notice of termination shall be given before the 5th (fifth) anniversary of the commencement date; and

3.1.5.3 GAIA and/or GAIA FS shall not be entitled to give notice of termination unless the giving of such notice has been approved by an ordinary resolution of Shareholders; or

3.1.5.4 immediately upon the occurrence of an event of default as described in the Existing Management Agreement.

3.1.6 If the Existing Management Agreement terminates for any reason, other than cancellation by GAIA as a result of an event of default, the Existing Management Agreement provides that:

3.1.6.1 GAIA is liable to pay Manco a termination fee equal to 5% (five percent) of the Enterprise Value determined as at the termination date. As at the Last Practicable Date, being 07 May 2020, this fee was calculated to be approximately R24 million ("**Existing Termination Fee**"); and

3.1.6.2 an ordinary resolution (as defined in the Companies Act), is required to be adopted by Shareholders, to authorise the termination of, or amendment to the Existing Termination Fee contemplated in, the Existing Management Agreement.

## 3.2 The Termination Agreement

3.2.1 The Parties have in terms of the Termination Agreement agreed, subject to obtaining the requisite shareholder approval, to the consensual termination of the Existing Management Agreement, with effect from the Effective Date, in consideration for payment by GAIA of a reduced Termination Fee of R18 million.

3.2.2 The termination of the Existing Management Agreement will not affect any fees which were payable by GAIA to Manco up to and including the Effective Date, which amounts if unpaid, will be paid by GAIA to Manco on the Effective Date.

3.2.3 Save as disclosed in paragraphs 3.2.1 and 3.2.2 above, Manco will not be entitled to payment of any further amounts from GAIA in terms of or arising from the Existing Management Agreement or its termination.

3.2.4 The Termination Fee will be funded through internal cash resources and will be payable on the Termination Date, after which the Existing Management Agreement will be deemed as terminated.

3.2.5 Upon termination of the Existing Management Agreement, Manco will no longer be obliged to perform the services and shall forthwith return to GAIA or its agents all papers, documents and other property belonging to GAIA or relating to GAIA or the investments which it has in its possession or custody.

#### 4. **RATIONALE**

- 4.1 The Transaction is to effect the internalisation of the management of the Company's investment portfolio and assets, and the substitution of the current externalised management arrangements with internalised management arrangements that better align the new management team with the Shareholder interests and to reduce the cost structure of the Company with a view to maximising Shareholder returns.
- 4.2 The Board has considered that an internal management function will achieve long term benefits for Shareholders including much improved decision-making structures being in place.
- 4.3 The Board and the management team aim to keep the cost base of the Company at an amount that is less than or comparable to the cost base that the Company would have been subject to in terms of the Existing Management Agreement had the Existing Management Agreement not been terminated.

#### 5. **CONDITIONS PRECEDENT**

The Transaction will be subject to, *inter alia*, the fulfilment or waiver of the following remaining Conditions Precedent as set out in the Termination Agreement:

- 5.1 GAIA obtaining the approval of the requisite majority of its Shareholders for purposes of implementing the Transaction contemplated herein; and
- 5.2 Mich Nieuwoudt resigning as a director of GAIA SPV (RF) Proprietary Limited and Coria (PKF) Investments 28 (RF) Proprietary Limited, whereat he serves as a Shareholder representative of the Company.

#### 6. **RELATED PARTY CONSIDERATIONS AND FAIRNESS OPINION**

- 6.1 Phillip Schabort, Leon de Wit, Clive Ferreira and Matthys Nieuwoudt are directors and shareholders of Manco, and were Directors of the Company within the 12 months preceding the conclusion of the Termination Agreement (all such Directors resigned from the Board on 12 December 2020) and, consequently, each of Phillip Schabort, Leon de Wit, Clive Ferreira and Matthys Nieuwoudt are Related Parties to GAIA in relation to the Manco Internalisation.
- 6.2 Accordingly, the Manco Internalisation is classified as a Related Party transaction in terms of section 10 of the Listings Requirements. As the Termination Fee is less than the Existing Termination Fee (by an amount of approximately R6 million), the Manco Internalisation constitutes a small related party transaction in accordance with the Listings Requirements, with the effect that the usual requirements of related party transactions outlined in paragraph 10.4 of the Listings Requirements do not apply.
- 6.3 The JSE has, on the basis that the benefit of the reduction in the Termination Fee payable to Manco is easily ascertainable, granted the Company the dispensation that no fairness opinion is required to be obtained by the Board or lie for inspection in relation to the Manco Internalisation.
- 6.4 Notwithstanding paragraph 6.2 above this Circular contains information in relation to the Transaction, including disclosures in relation to the Related Parties as envisaged in the Listings Requirements, so as to enable Shareholders to make an informed decision as to whether or not to vote in favour of the Resolution relating to the approval of the Transaction.
- 6.5 Although the Transaction does not require Shareholder approval in terms of paragraph 10.7 of the Listings Requirements, the amendment of the Existing Management Agreement and the conclusion of the Termination Agreement must be approved by a majority of Shareholders (being more than 50% of the voting rights exercised on the resolution approving the Internalisation, with Related Parties disclosed in paragraph 6 of this Circular being excluded from voting on the Manco Internalisation) in terms of the Existing Management Agreement.

## 7. DIRECTORS' INTERESTS

### 7.1 Directors' interests in Ordinary Shares

7.1.1 Set out below are the direct and indirect beneficial interests of Directors (and their associates) in the Company as at the Last Practicable Date. This includes the interests of persons who are no longer Directors but resigned during the last 18 months. In addition, interests of associates of Directors, where the Director has no beneficial interest, are separately disclosed (this relates principally to the holdings of their spouse and minor children):

Directors	Beneficial		Non-beneficial Associates	Total	%
	Direct	Indirect			
Khalipha Edward Mbalo	–	–	–	–	–
Prudence Lebina	–	–	–	–	–
Sisanda Tuku	–	–	–	–	–
Thembanani Bukula	–	–	–	–	–
Karen Breytenbach <sup>#</sup>	–	–	–	–	–
Nathiera Kimber <sup>@</sup>	–	–	–	–	–
Phillip Schabort <sup>*</sup>	56 469	1 288 706	–	1 345 175	2.44
Leon de Wit <sup>*</sup>	–	1 154 193	–	1 154 193	2.09
Clive Ferreira <sup>*</sup>	461 100	–	–	461 100	0.84
Matthys Nieuwoudt <sup>*</sup>	–	–	–	–	–
Lumkile Mondl <sup>^</sup>	–	–	–	–	–
<b>Total</b>	<b>517 569</b>	<b>2 442 899</b>	<b>–</b>	<b>2 960 468</b>	<b>5.37</b>

<sup>#</sup> Appointed as an independent non-executive Director with effect from 2 March 2020.

<sup>@</sup> Resigned as an independent non-executive Director with effect from 31 January 2020.

<sup>\*</sup> Resigned as a Director with effect from 12 December 2019.

<sup>^</sup> Retired as a non-executive Director with effect from 28 August 2019.

7.1.1.1 Save as disclosed in paragraph 7.1.1 above, the Directors do not hold any interests in Ordinary Shares.

7.1.1.2 Save as disclosed in paragraph 7.1.1 above, there have been no changes to the Directors' holdings between the end of the preceding financial year, being 28 February 2020, and the date of issue of this Circular.

7.1.2 Save as disclosed in paragraph 7.1.1 above, there will be no changes to the directors' interests in Ordinary Shares following the implementation of the Transaction.

### 7.2 Directors' interests in the Transaction

Set out below are the names of the Directors, including Directors who resigned in the last 18 months, that are indirectly beneficially interested in the issued share capital of Manco and in which the Directors hold an interest. Phillip Schabort, Mich Nieuwoudt, Clive Ferreira and Leon de Wit who are directors of Manco, resigned as Directors of the Company with effect from 12 December 2019.

Name of shareholder	% of shares in issue
Phillip Schabort	26.9
Leon de Wit	16.6
Clive Ferreira	14.1
Matthys Nieuwoudt	12.7
<b>Total</b>	<b>70.3</b>

### 7.3 Interests of Manco (and its directors) in GAIA

In addition to the shareholding of Phillip Schabort, Leon de Wit and Clive Ferreira, as set out in paragraph 7.1.1 above, Manco directly owns 1 000 Ordinary Shares in GAIA in Certificated Form. As outlined at paragraph 6.1 above, each of Phillip Schabort, Leon de Wit, Clive Ferreira and Matthys Nieuwoudt are directors and shareholders of Manco and, consequently, Manco is a Related Party to GAIA in relation to the Transaction. Therefore, at the Last Practicable Date, the total shareholding held by Related Parties equates to 5.37% of the total issued Ordinary Share capital of GAIA.

## 8. MAJOR SHAREHOLDERS

Set out below are the names of Shareholders, other than Directors, that are directly or indirectly, beneficially interested in 5% or more of the issued shares of GAIA as at the Last Practicable Date.

<b>Shareholder</b>	<b>Direct (Number Shares)</b>	<b>Indirect (Number Shares)</b>	<b>Percentage held (%)</b>
Government Employees Pensions Fund (Public Investment Corporation)	20 000 000	–	36.26
SLI	19 247 699	–	34.90
Mergence Investment Managers*	–	6 481 887	11.75
<b>Total</b>	<b>39 247 699</b>	<b>6 481 887</b>	<b>82.91</b>

\* A portion of Mergence's shareholding is on behalf of the Government Employees Pension Fund

## 9. IRREVOCABLE COMMITMENTS

9.1 GAIA has obtained irrevocable undertakings from, or on behalf of, the following GAIA Shareholders, in terms of which they have irrevocably undertaken, with respect to the following Ordinary Shares beneficially owned by such GAIA Shareholders or held by them on a discretionary basis for clients to vote in favour of the Transaction.

<b>Shareholder</b>	<b>Number of shares</b>	<b>Percentage voting rights*</b>
SLI	19 247 699	36.88
Mergence Investment Managers	6 481 887	12.42
<b>Total</b>	<b>25 729 586</b>	<b>49.30</b>

\* Excluding any treasury shares and Shares held by the Related Parties

9.2 As a result of the above irrevocable undertakings, GAIA has received support from Shareholders representing c. 46.65% of issued Ordinary Shares and representing 49.30% of the aggregate voting rights exercisable on the Resolution, in respect of the Manco Internalisation.

## 10. DIRECTORS' RECOMMENDATIONS

The Board has considered the terms of the Termination Agreement, believes them to be fair to the Company and its Shareholders and in the best interests of GAIA for the reasons set out in this Circular and unanimously recommends that Shareholders vote in favour of the Resolution to authorise the Company to implement the Transaction.

## 11. LITIGATION STATEMENT

There are no legal or arbitration proceedings which may have or have during the 12 months preceding the date of this Circular, had a material effect on the financial position of the Company. The Company is not aware of any proceedings that would have a material effect on the financial position of the Company or which are pending or threatened against the Company.

## 12. **CONSENTS**

Each of the advisers whose names appear on the front cover of this Circular have consented in writing to their names appearing in this Circular and have not withdrawn their consent prior to the publication of this Circular.

## 13. **MATERIAL CHANGES**

There have been no material changes in the financial trading position of the Company and its subsidiaries that has occurred between the date of this Circular and the date on which the last audited financial statements were published.

## 14. **PRELIMINARY EXPENSES**

The estimated total amount of expenses (excluding VAT) relating to the approval of the Transaction which have been incurred by the Company or that are expected to be incurred are set out below:

<b>Expense</b>	<b>Recipient</b>	<b>R</b>
Sponsor fees	Sasfin	67 545
Corporate advisory fees	Birkett Stewart McHendrie	521 739
Legal fees	Webber Wentzel	500 000
JSE documentation inspection fees	JSE	36 466
Press announcements and digital distribution of Circular	Ince	54 576
<b>Total</b>		<b>1 180 326</b>

## 15. **DOCUMENTS AVAILABLE FOR INSPECTION**

The documents listed below will be available for inspection at the office of the Company, 3rd Floor, Penthouse 5, 4 The High Street, Melrose Arch, during normal office hours on Business Days from Monday, 11 May 2020 to Monday, 15 June 2020 and will also be made available on the Company's website at <http://www.gaia-ic.com> from Monday, 11 May 2020 until Monday, 15 June 2020:

- 15.1 a signed copy of this Circular, as approved by the JSE;
- 15.2 the Memorandum of Incorporation;
- 15.3 the signed Termination Agreement;
- 15.4 the signed Existing Management Agreement; and
- 15.5 the irrevocable commitments referred to in paragraph 9 above.

Signed at Melrose Arch by Prudence Lebina on her behalf and on behalf of all of the Directors of the Company on 11 May 2020 in terms of powers of attorney granted by them dated 15 April 2020.

**Prudence Lebina**

*Chief Executive Officer*

Monday, 11 May 2020



## GAIA INFRASTRUCTURE CAPITAL LIMITED

(Incorporate in South Africa)

(Registration number 2015/115237/06)

JSE share code: GAI ISIN: ZAE000210555

("GAIA" or "the Company")

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### WRITTEN RESOLUTION OF SHAREHOLDERS IN TERMS OF SECTION 60 OF THE COMPANIES ACT, 71 OF 2008, AS AMENDED, IN RESPECT OF THE TERMINATION OF THE MANAGEMENT AGREEMENT

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Unless otherwise defined, the terms defined in the Circular to which this Annexure 1 containing the Resolution is attached and forms part, bear the same meanings in this Annexure 1.

The Board has resolved to submit, pursuant to section 60 of the Companies Act, the Ordinary Resolution (relating to the approval of the Manco Internalisation) to be considered and voted on in writing by Shareholders. If implemented, the Manco Internalisation would have the economic effect of internalising the management of GAIA's investment portfolio and assets in a manner that would better align the interests of the Company's management and investors and is consistent with global best practice.

This Annexure 1 comprises the submission of the Resolution contained herein to Shareholders for consideration and voting as contemplated in section 60(1) of the Companies Act, with effect from the Deemed Date.

Subject to the requirements contained in this Annexure 1 (and the Voting Form), Shareholders must exercise their voting rights in relation to the Resolution in writing pursuant to the Voting Forms within 20 Business Days from the Deemed Date and by not later than Monday, 15 June 2020 in accordance with section 60(1)(b) of the Companies Act. Therefore, voting rights exercised after Monday, 15 June 2020 will not be considered for determining whether the Ordinary Resolution is adopted or not adopted by Shareholders as envisaged in section 60 of the Companies Act.

1. The Directors resolved that the record date for the purpose of voting on the Ordinary Resolution (being the date on which a Shareholder must be registered in the Company's securities register in order to vote on the Ordinary Resolution) shall be Friday, 24 April 2020 ("**Record Date**"). Accordingly, the last day to trade in order to be registered in the Company's register of Shareholders on the Record Date shall be Tuesday, 21 April 2020.
2. In terms of section 65(2) of the Companies Act, the Board of a company may propose a resolution to be considered by shareholders and may determine whether that resolution will be considered at a meeting, or by vote, or written consent, in terms of section 60 of the Companies Act.
3. Section 60(1) of the Companies Act provides that a resolution that could be voted on at a shareholders' meeting may instead be submitted for consideration to the shareholders entitled to exercise voting rights in relation to that resolution, and voted on in writing by such shareholders within 20 (twenty) business days after the resolution was submitted to them.
4. Section 60(2) of the Companies Act provides that a resolution contemplated in section 60(1) will have been adopted if it is supported by persons entitled to exercise sufficient voting rights for it to have been adopted as an ordinary or special resolution, as the case may be, at a properly constituted shareholders' meeting and, if adopted, has the same force and effect as if it had been approved by voting at a meeting.
5. GAIA is permitted, in terms of the Memorandum of Incorporation, to propose the Resolution set out herein to be submitted and voted on by Shareholders in writing in terms of section 60(5) of the Companies Act.

6. Dematerialised Shareholders without “own-name” registration must furnish their CSDP or broker with their instructions for voting in respect of the Ordinary Resolution. Such Dematerialised Shareholders must not lodge the Voting Form attached hereto as Appendix 1. Unless such Dematerialised Shareholders advise their CSDP or broker, as the case may be, of their voting instructions in relation to the Ordinary Resolution by the cut-off time stipulated in terms of any custody agreement concluded between such Dematerialised Shareholder and their CSDP or broker, the CSDP or broker of such Dematerialised Shareholder will be obliged to vote (or abstain from exercising voting rights on behalf of that Dematerialised Shareholder) as per the instructions contained in the custody agreement concluded between the CSDP or broker and the relevant Dematerialised Shareholder.
7. **GAIA does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of any Dematerialised Shareholder to notify such Dematerialised Shareholder of the Transaction and actions required by Shareholders set out in this Circular.**
8. Certificated Shareholders or Dematerialised Shareholders with “own-name” registration must lodge the Voting Form attached as Appendix 1 and indicate therein the manner in which they wish to exercise their voting rights in respect of the Ordinary Resolution.
9. The Voting Form must be completed and signed in accordance with the instructions therein, and must be received by the Transfer Secretaries, Computershare Investor Services Proprietary Limited, at any of the following addresses:
  - e) Physical address: Rosebank Towers, 15 Biermann Avenue Rosebank, 2196
  - f) Postal address: Private Bag x9000, Saxonwold, 2132
  - g) Fax: +27 (0) 11 688 5238
  - h) Email: proxy@computershare.co.za

within 20 (twenty) Business Days of the date of receipt hereof by a shareholder (excluding the date of receipt hereof and including the last day of the 20 (twenty) Business Day period, being Monday, 15 June 2020, contemplated herein).

10. Certificated Shareholders and Dematerialised Shareholders with “own-name” registration who may wish to appoint a proxy for the purposes of voting in respect of the Ordinary Resolution, must ensure that the relevant Form of Proxy attached hereto is received by the Transfer Secretaries within the 20 (twenty) Business Day period prescribed in paragraph 8 above in respect of the Voting Form.

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## **ORDINARY RESOLUTION – APPROVAL OF THE TERMINATION AGREEMENT AND TERMINATION OF THE EXISTING MANAGEMENT AGREEMENT**

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“RESOLVED AS AN ORDINARY RESOLUTION IN TERMS OF THE EXISTING MANAGEMENT AGREEMENT THAT, the execution and implementation of the Manco Internalisation contemplated pursuant to the Termination Agreement entered into by the Parties on 15 April 2020, in terms of which the Parties agree to amend the Existing Termination Fee payable in terms of the Existing Management Agreement to an agreed Termination Fee, being R18 million, and to the consensual termination of the Existing Management Agreement, with effect from the Effective Date, in consideration for payment by GAIA of the Termination Fee to Manco, be and is hereby approved and, to the extent that any steps have already been taken in respect of the implementation of the Manco Internalisation, such steps be and hereby are ratified.”

### **Rationale for and effect of the Ordinary Resolution:**

The termination of the Existing Management Agreement is to effect the internalisation of the management of the Company’s investment portfolio and assets and the substitution of the current externalised management arrangements with internalised management arrangements that better align the new management team with the Shareholder interests and to reduce the cost structure of the Company with a view to maximising Shareholder returns.

The Board has considered that an internal management function will achieve long-term benefits for Shareholders including much improved decision-making structures being in place.

The Board and the new management team aim to keep the cost base of the Company over the next five years to less than or comparable to the cost base that the Company would have been subject to in terms of the Existing Management Agreement had the Existing Management Agreement not been terminated, inclusive of the R18 million Termination Fee to the Company of terminating the Existing Management Agreement.

### **Percentage of voting rights required**

In terms of the Existing Management Agreement, any amendments to the Existing Management Agreement must be approved by an ordinary resolution of Shareholders. Consequently, the minimum percentage of voting rights required to be exercised in favour of the Ordinary Resolution in order for the Manco Internalisation contemplated in terms of the Ordinary Resolution to be approved by Shareholders is a simple majority (i.e. more than 50% (fifty percent)) of the aggregate voting rights exercised by Shareholders entitled to exercise voting rights on the Ordinary Resolution (with Related Parties disclosed in paragraph 6 of this Circular being excluded from voting on the Manco Internalisation).

By order of the Board

### **Prudence Lebina**

*Chief Executive Officer*

Monday, 11 May 2020

### **Registered office of Transfer Secretaries**

Computershare Investor Services Proprietary Limited  
(Registration number 2004/003647/07)  
Rosebank Towers, 15 Biermann Avenue Rosebank, 2196  
(Private Bag x9000, Saxonwold, 2132)



## GAIA INFRASTRUCTURE CAPITAL LIMITED

(Incorporate in South Africa)  
 (Registration number 2015/115237/06)  
 JSE share code: GAI ISIN: ZAE000210555  
 ("GAIA" or "the Company")

### VOTING FORM IN TERMS OF SECTION 60 OF THE COMPANIES ACT

Unless otherwise defined, the terms defined in the Circular to which this Appendix 1 is attached and forms part, bear the same meanings in this Appendix 1.

Dematerialised Shareholders without "own-name" registration must furnish their CSDP or broker with their instructions for voting in respect of the Ordinary Resolution. Such Dematerialised Shareholders must not lodge this Voting Form. Unless such Dematerialised Shareholders advise their CSDP or broker, as the case may be, of their voting instructions in relation to the Ordinary Resolution by the cut-off time stipulated in terms of any custody agreement concluded between the Dematerialised Shareholder and their CSDP or broker, the CSDP or broker of such Dematerialised Shareholder will be obliged to vote (or abstain from exercising voting rights on behalf of that Dematerialised Shareholder) as per the instructions contained in the custody agreement concluded between the CSDP or broker and the relevant Dematerialised Shareholder.

**GAIA does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of any Dematerialised Shareholder to notify such Dematerialised Shareholder of the Transaction and actions required by Shareholders set out in this Circular.**

I/We (please print full names)

of (please state full address)

being the holder/s of  Ordinary Shares, hereby vote as follows:

Ordinary Resolution number 1	For	Against	Abstain
Approval of the Termination Agreement and termination of the Existing Management Agreement			

Insert an "X" in the relevant space above according to how you exercise your voting rights in relation to the Ordinary Resolution. If you wish to exercise voting rights in respect of a lesser number of Ordinary Shares than you own in the Company, insert the number of Ordinary Shares held in respect of which you desire to vote.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2020

Signature \_\_\_\_\_

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





## GAIA INFRASTRUCTURE CAPITAL LIMITED

(Incorporate in South Africa)  
(Registration number 2015/115237/06)  
JSE share code: GAI ISIN: ZAE000210555  
("GAIA" or "the Company")

### FORM OF PROXY FOR GAIA SHAREHOLDERS

Unless otherwise defined, the terms defined in the Circular to which this Form of Proxy is attached and forms part, bear the same meanings in this Form of Proxy.

This Form of Proxy is not to be used by Dematerialised Shareholders without "own-name" registration. Generally, you will not be an "own-name" Dematerialised Shareholder unless you have specifically requested your CSDP to record you as the holder of the Ordinary Shares in your own name in the Company's sub register.

**GAIA does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of any Dematerialised Shareholder to notify such Dematerialised Shareholder of the Transaction and actions required by Shareholders set out in this Circular.**

This Form of Proxy is only for use by Certificated Shareholders and "own-name" Dematerialised Shareholders and CSDP's or brokers (or their nominees) registered in the Company's sub register as the registered holders of Ordinary Shares held in Dematerialised Form.

Each Shareholder entitled to vote is entitled to appoint a proxy (who need not also be a Shareholder of the Company) to vote in place of that Shareholder.

Please note the following:

- the appointment of your proxy may be suspended at any time to the extent that you choose to act directly and in person in the exercise of your rights as a Shareholder;
- the appointment of the proxy is revocable; and
- you 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.

Please note that any Shareholder that is a company may authorise any person to act as its representative. If the CSDP or broker, as the case may be, does not obtain instructions from such Dematerialised Shareholder, they will be obliged to act in terms of the mandate furnished to them, or, if the mandate is silent in this regard, to abstain from voting.

I/We (BLOCK LETTERS PLEASE)

Of (ADDRESS)

being the holder/s of  Ordinary Shares hereby appoint:

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

as my/our proxy to vote for me/us on my/our behalf in respect of the Ordinary Resolution as set out in Annexure 1 of the Circular submitted to the Shareholders in terms of section 60 of the Companies Act for the purpose of considering and, if deemed fit, passing, the Ordinary Resolution, and to vote on such Ordinary Resolution in respect of the Ordinary Shares registered in my/our names in accordance with the following instructions:

Please indicate with an "X" in the appropriate spaces below how you wish your votes to be cast. Unless this is done the proxy will vote as he/she thinks fit.

Ordinary Resolution 1:	In favour of*	Against*	Abstain*
Approval of the Termination Agreement and termination of the Existing Management Agreement			

\* Mark "For," "Against" or "Abstain" as required. If no options are marked the proxy will be entitled to vote as he/she thinks fit.

Consent in terms of Sections 6(10) and (11) of the Companies Act, read with Clause 40 of the Memorandum of Incorporation.

I/We hereby consent to receive notices, statements, reports, accounts, or any other documents pertaining to the Company at the following email address until such authority is revoked:

Email: \_\_\_\_\_

I/We undertake to advise the Company within five days of any change in my/our email address by sending notification thereof to info@gaia-ic.com. This consent may be revoked at any time on the provision of five days' notice in writing to the Company to info@gaia-ic.com.

**Please read the notes on the reverse side hereof.**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Telephone number \_\_\_\_\_ Cell phone number \_\_\_\_\_

Signature \_\_\_\_\_

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

(State capacity and full name) \_\_\_\_\_

## Notes to the Form of Proxy

1. The following categories of Shareholders are entitled to complete a Form of Proxy:
  - 1.1. Certificated Shareholders whose names appear on the Company's register;
  - 1.2. "Own-name" Dematerialised Shareholders whose names appear on the sub-register of a CSDP;
  - 1.3. CSDP's with nominee accounts; and
  - 1.4. Brokers with nominee accounts.
2. Certificated Shareholders wishing to vote in respect of the Resolution have to ensure beforehand with the Transfer Secretaries that their Ordinary Shares are registered in their name.
3. Dematerialised Shareholders without "own-name" registration, must provide the CSDP or broker with their voting instructions. Such Dematerialised Shareholders must **not** lodge the Voting Form.
4. 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. The person whose name stands first on the Form of Proxy will be entitled to act as proxy to the exclusion of those whose names follow.
5. Please insert the number of votes in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of Shares than you own in the Company, insert the number of Shares in respect of which you desire to vote. Failure to comply with the above will be deemed to authorise the proxy to vote, or to abstain from voting in respect of the Resolution as he/she deems fit in respect of all Shareholder's votes exercisable thereon. A Shareholder or the proxy is not obliged to use all the votes exercisable by the Shareholder, or by the proxy, but the total of votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the Shareholder or by the proxy.
6. The Forms of Proxy may be sent to the Company by any of the following methods at any of the following addresses:
  - 6.1. lodged at the registered office of the Company at GAIA Infrastructure Capital Limited, 3rd Floor, Penthouse 5, 4 The High Street, Melrose Arch, Johannesburg, 2196, during office hours (08:00 to 16:00);
  - 6.2. lodged at the office of the Transfer Secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196;
  - 6.3. posted to the Transfer Secretaries at Private Bag x9000, Saxonwold, 2132;
  - 6.4. emailed to the Transfer Secretaries at proxy@computershare.co.za; or
  - 6.5. emailed to the Company Secretary at melinda@fusioncorp.co.za.
7. The Forms of Proxy must be received or lodged by no later than Monday, 15 June 2020 being the last Business Day on which the Voting Form may be received by the Company or the Transfer Secretaries.
8. The completion and lodging of this Form of Proxy will not preclude the relevant Shareholder from voting personally in respect of the Resolution to the exclusion of any proxy appointed in terms thereof.
9. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this Form of Proxy.
10. Any alteration or correction made to this Form of Proxy must be initialed by the signatory/ies.
11. 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 Company Secretary or the Transfer Secretaries.
12. The Company may reject or accept a Form of Proxy that is completed and/or received other than in accordance with these notes if it is satisfied as to the manner in which the Shareholder wishes to vote.
13. An extract of section 58 of the Companies Act is attached to the Form of Proxy, to which Shareholders are referred in relation to a Shareholder's rights in respect of proxy appointments.

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## **EXTRACT OF SECTION 58 OF THE COMPANIES ACT – SHAREHOLDER RIGHT TO BE REPRESENTED BY PROXYS**

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### **58. Shareholder right to be represented by proxy**

- (1) At any time, a shareholder of a company may appoint any individual, including an individual who is not a shareholder of that company, as a proxy to:
  - (a) participate in, and speak and vote at, a shareholders meeting on behalf of the shareholder; or
  - (b) give or withhold written consent on behalf of the shareholder to a decision contemplated in section 60.
- (2) A proxy appointment:
  - (a) must be in writing, dated and signed by the shareholder; and
  - (b) remains valid for:
    - (i) one year after the date on which it was signed; or
    - (ii) any longer or shorter period expressly set out in the appointment,unless it is revoked in a manner contemplated in subsection (4)(c), or expires earlier as contemplated in subsection (8)(d).
- (3) Except to the extent that the memorandum of incorporation of a company provides otherwise:
  - (a) a shareholder of that company may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder;
  - (b) a proxy may delegate the proxy's authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
  - (c) a copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company, before the proxy exercises any rights of the shareholder at a shareholders meeting.
- (4) Irrespective of the form of instrument used to appoint a proxy:
  - (a) the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder.
  - (b) the appointment is revocable unless the proxy appointment expressly states otherwise; and
  - (c) if the appointment is revocable, 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.
- (5) 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 of the later of:
  - (a) the date stated in the revocation instrument, if any; or
  - (b) the date on which the revocation instrument was delivered as required in subsection (4)(c)(ii).
- (6) If the instrument appointing a proxy or proxies has been delivered to a company, as long as that appointment remains in effect, any notice that is required by this Act or the company's memorandum of incorporation to be delivered by the company to the shareholder must be delivered by the company to:
  - (a) the shareholder; or
  - (b) the proxy or proxies, if the shareholder has:
    - (i) directed the Company to do so, in writing; and
    - (ii) paid any reasonable fee charged by the Company for doing so.

- (7) A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the memorandum of incorporation, or the instrument appointing the proxy, provides otherwise.
- (8) If a company issues an invitation to shareholders to appoint one or more persons named by the company as a proxy, or supplies a form of instrument for appointing a proxy:
  - (a) the invitation must be sent to every shareholder who is entitled to notice of the meeting at which the proxy is intended to be exercised;
  - (b) the invitation, or form of instrument supplied by the company for the purpose of appointing a proxy, must:
    - (i) bear a reasonably prominent summary of the rights established by this section;
    - (ii) contain adequate blank space, immediately preceding the name or names of any person or persons named in it, to enable a shareholder to write in the name and, if so desired, an alternative name of a proxy chosen by the shareholder; and
    - (iii) provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution or resolutions to be put at the meeting, or is to abstain from voting;
  - (c) the company must not require that the proxy appointment be made irrevocable; and
  - (d) the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, subject to subsection (5).
- (9) Subsections (8)(b) and (d) do not apply if the company merely supplies a generally available standard form of proxy appointment on request by a shareholder.