

GRIT REAL ESTATE INCOME GROUP LIMITED
(the "Company")

MINUTES OF THE GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON 16 FEBRUARY 2024 AT 1:00 PM MAURITIUS TIME AT 3RD FLOOR, UNITY BUILDING, THE PRECINCT, GRAND BAIE, MAURITIUS

Shareholders Present: Refer to Appendix 1 - 301,862,750 shares were present in person or by proxy being 60.97% of the issued shares of the Company, listed on the LSE and the SEM.

Directors Present: Mr Peter Todd[#]

Company Secretary: Intercontinental Fund Services Limited (IFSL) - represented by Ms. Anastazia Salon.

In attendance: Ms. Moira van der Westhuizen, Ms. Anouchka Chummun, Mrs. Valerie Florent, Mr. Darren Veenhuis, Mr Oteng Keabetswe [#] - Grit Officers

via teleconference

1. CHAIRMAN

IT WAS RESOLVED to appoint Mr Peter Todd as Chair for the General Meeting.

2. QUORUM, NOTICE AND BUSINESS OF THE MEETING

Having confirmed that notice of meeting had been given and that a quorum was present, the Chairman declared that the meeting was regularly constituted and could therefore proceed with the business of the day.

It was noted that in line with article 25.9 of the Articles of Incorporation of the Company, all voting would take place by way of poll.

It was confirmed that in terms of the Articles of Incorporation of the Company and the Guernsey (Companies) Law, 2008 that adequate notice of the meeting had been given to the shareholders.

IT WAS RESOLVED that the details of the resolutions as set out in the notice of the meeting were taken as read. The Chairman then proceeded to put to the shareholders the resolutions for approval.

3. ORDINARY RESOLUTION NUMBER 1: TO APPROVE THE BORA INVESTMENT AND AUTHORISE THE BOARD TO IMPLEMENT THE BORA INVESTMENT

The Chairman invited the shareholders present to record their votes in respect of ordinary resolution number 1 which dealt with the approval of the investment by GREA in Bora Africa, substantially on the terms and subject to the conditions set out in the Bora Subscription and Loan Agreement, dated 29 January 2024 and to authorise the directors of the Company (the "**Directors**") to take all necessary or appropriate steps and to do all necessary or appropriate things to implement, complete or to procure the implementation or completion of the Bora Investment and give effect thereto with such modifications, variations, revisions, waivers or amendments as the Directors may, in their discretion, deem necessary, expedient or appropriate in connection with the Bora Investment.

RESULTS OF THE POLL

93.87% of the total of 301,862,750 shares that voted were **IN FAVOUR**, no shares voted **AGAINST** and

6.13% shares abstained from voting.

Ordinary resolution number 1 was accordingly passed and the Bora Investment as well as authorising the Board to implement the Bora Investment was approved.

4. ORDINARY RESOLUTION NUMBER 2 - TO APPROVE THE DH DISPOSAL AND AUTHORISE THE BOARD TO IMPLEMENT THE DH DISPOSAL

The Chairman invited the shareholders present to record their votes in respect of ordinary resolution number 2 which dealt with the approval of the sale by GSL to GREA (or its nominee, DH Africa), of a 48.5 per cent interest in Acacia Estates and the assignment of GSL's interest in the GSL/TMP Loan and the GSL/MDF Loan substantially on the terms and subject to the conditions set out in the DH Share Purchase Agreement (the "DH Disposal") and to authorise the Directors to take all necessary or appropriate steps and to do all necessary or appropriate things to implement, complete or to procure the implementation or completion of the DH Disposal and give effect thereto with such modifications, variations, revisions, waivers or amendments as the Directors may, in their discretion, deem necessary, expedient or appropriate in connection with the DH Disposal.


RESULTS OF THE POLL

93.87% of the total of 301,862,750 shares that voted were **IN FAVOUR**, no shares voted **AGAINST** and 6.13% shares abstained from voting.

Ordinary resolution number 2 was accordingly passed and the Bora Investment as well as authorising the Board to implement the Bora Investment was approved.

5. ANY OTHER BUSINESS

There being no further business, the Chairman thanked the shareholders for their attendance and declared the meeting closed.



CHAIRMAN

19/02/2024

DATE

Appendix 1**GENERAL MEETING - 16 February 2024****GRIT Real Estate Income Group Limited****Issued Share Capital****495,092,339****Quorum - 5%****24,754,617****SHAREHOLDERS**

Name of shareholders	No of Shares	Proxy in favour of
Bronwyn Anne Corbett	606,923	Chairman
Pangea Holdings 2 Limited	6,163,273	Chairman
Copapax (Pty) Ltd	616,450	Chairman
Marie Aurelie Mallac	6,144	Chairman
Ojong Nfung Nso	80,023	Chairman
Debra Alicia Kippen	93,587	Chairman
Luc Hedley Tseung-Sum-Foi	8,600	Chairman
Darren Trevor Veenhuis	908,389	Chairman
Noble Tree Capital Partners Ltd	873,672	Chairman
The Pearson Trust	579,916	Chairman
Cuckoos Nest Trust	958,815	Chairman
The Kenzlex Trust	875,362	Chairman
Wahoo International Feeder Co Ltd	34,994	Chairman
Moira van der Westhuizen	389,371	Chairman
Freedom Asset Management	6,940,758	Chairman
Gateway Delta Executive Share Trust	7,173,077	Chairman
Grit Executive Share II Trust	5,588,462	Chairman
Grit Executive Share Trust	495,621	Chairman
Dorado 1 Ltd	10,341,404	Chairman
Wahoo International Feeder Co Ltd (UK)	15,629	Chairman
LSE Shareholders	121,918,479	Chairman
The Pearson Trust (UK)	120,875	Chairman
Cuckoos Nest Trust (UK)	39,000	Chairman
IT NOVATE	1,500	Moira van der Westhuizen
Transformers Investment Holdings Limited	1,185,900	Chairman
Transformers Investment Holdings Limited (UK)	626,533	Chairman
Sea View Trust	94,900	Chairman
Eskom Pension and Provident Fund	32,507,561	Chairman
Andries Smit	230,769	Chairman
Kai Marini	42,642	Chairman
Prudential Impact Investments Private Equity LLC	15,714,286	Chairman
Drive in Trading	23,250,000	Chairman
Cinie Marie Pieterse	8,855	Chairman
Anouchka Chummun	9,637	Chairman
Botswana Development Corporation	26,377,971	Chairman
Jonathan Crichton	200,000	Chairman
National Pensions Funds	9,841,892	Chairman
National Savings Fund	3,173,077	Chairman

Sericea Holdings Ltd	3,297,129	Chairman
Mobus Properties (Ghana) Limited	5,567,564	Chairman
Delta Property Fund Limited	14,896,210	Chairman
Kamesh Lauluck	7,500	In person
TOTAL	301,862,750	