

NERA TELECOMMUNICATIONS LTD

(Incorporated in the Republic of Singapore)
(Company Registration No.: 197802690R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Nera Telecommunications Ltd ("**Company**") will be held at Temasek Club, Brani Room, 131 Rifle Range Road, Singapore 588406 on Tuesday, 29 April 2025 at 4.00 p.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 3.00 p.m. on the same day at the same place is concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as an ordinary resolution.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the meanings given to them in the circular to shareholders of the Company dated Monday, 14 April 2025 ("**Circular**").

ORDINARY RESOLUTION: The Proposed Adoption of the General Mandate for Interested Person Transactions

THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Listing Manual**"), for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9 of the Listing Manual, or any of them, to enter into any of the Mandated Transactions (as defined in the Circular) with the Mandated Interested Persons (as defined in the Circular), provided that such transactions are carried out on normal commercial terms, will not be prejudicial to the interests of the Company and its minority shareholders and in accordance with the guidelines and review procedures for such interested person transactions ("**IPT General Mandate**");
- (b) the IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier;
- (c) the Audit and Risk Management Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendments to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company and each of them be and are hereby severally authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required and to make such amendments thereto) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the IPT General Mandate and/or this resolution.

BY ORDER OF THE BOARD

Gn Jong Yuh Gwendolyn
Company Secretary

Singapore
14 April 2025

Notes:

1. The members of the Company are invited to **attend physically** at the Extraordinary General Meeting (“EGM”). There will be no option for members to participate virtually. Printed copies of this Notice and the accompanying proxy form will be sent to members. In addition, this Notice and the accompanying proxy form will also be made available on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> and the Company’s Investor Relations (“IR”) website at the URL: <https://www.nera.net/investors/publications>.

2. Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process.

Voting by proxy

3. A member who is unable to attend the EGM may appoint not more than two (2) proxies to attend, speak and vote at the EGM. A proxy need not be a member of the Company.
4. Where such member appoints two (2) proxies, the proportion of his/her shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
5. A member who is a Relevant Intermediary may appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

For this purpose, the term “**Relevant Intermediary**” means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who hold shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under the Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
6. A corporation which is a member may appoint an authorised representative or representatives in accordance with section 179 of the Companies Act 1967 of Singapore to attend and vote for and on behalf of such corporation.
 7. A member can appoint the Chairperson of the Meeting as his/her/its proxy, but this is not mandatory.
 8. Where a member (whether individual or corporate) appoints the Chairperson of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstention from voting, in respect of the resolution in the form of proxy, and if there is no specific instruction as to voting or abstentions from voting in respect of the resolution in the form of proxy, the proxy(ies) will vote or abstain from voting at his/her/their discretion.
 9. For investors who hold shares through relevant intermediaries, including Central Provident Fund Investment Schemes (“**CPFIS Investors**”) and/or Supplementary Retirement Scheme (“**SRS Investors**”) should approach their respective CPF Agent Banks or SRS Operators and submit their votes by 5.00 p.m. on 16 April 2025, being seven (7) working days prior to the date of EGM.
 10. The Chairperson of the EGM, as proxy, need not be a member of the Company.
 11. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.
 12. Where an instrument appointing a proxy is signed on behalf of the appointor by the attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
 13. The instrument appointing the proxy/ies must be submitted to the Company in the following manner:
 - (a) if submitted by post, be deposited at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.proxy@boardroomlimited.com,

in either case, by 4.00 p.m. on Saturday, 26 April 2025, being no later than 72 hours before the time fixed for the EGM, and in default the instrument of proxy shall not be treated as valid.

14. A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
15. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person, and in such event, the Company reserves the right to refuse the admission of any person or persons appointed under the instrument of proxy, to the EGM.
16. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such member(s) are not shown to have shares entered against his/her/their name(s) in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Submission of questions in advance of the EGM

17. Members who wish to submit questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM must be submitted in the following manner no later than 4.00 p.m. on Tuesday, 22 April 2025:
 - (a) by email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.proxy@boardroomlimited.com; or
 - (b) by post to the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.
18. When sending in their questions by email or post, members are required to provide the Company with the following details to enable the Company to verify the shareholders' status:
 - their full name;
 - their address; and
 - the manner in which they hold shares in the Company (e.g. via CDP, CPF or SRS).
19. The Company will endeavour to address all substantial and relevant questions submitted prior to the EGM by publishing the responses to such questions on the Company's corporate website and on SGXNet before 4.00 p.m. on Thursday, 24 April 2025.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of the Company and/or any adjournment thereof and submitting any question to the Company in advance of the EGM in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM of the Company (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.