

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING OF TONGAAT HULETT LIMITED (Company)

For use by shareholders who hold certificated ordinary shares, or who hold dematerialised ordinary shares through a CSDP or broker and who have selected "own name" registration.

Note: All beneficial owners that have dematerialised their shares through a CSDP or broker, other than those which are in "own name", must NOT COMPLETE THIS FORM. Instead, they must either provide the CSDP or broker with their voting instructions, or alternatively, should they wish to attend the annual general meeting themselves, they may request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between themselves and the CSDP or broker.

A shareholder entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend, speak and, on a poll, to vote in his stead. A proxy need not be a shareholder of the Company.

I/We

(Name in block letters) _____

of

(Address in block letters) _____

being the holder/holders of _____ ordinary shares in the Company do hereby appoint:

or failing him, Mr L von Zeuner or failing him, Mr JG Hudson as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held at 12h00 on Friday, 24 January 2020 for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat, and at each adjournment thereof and to vote on the resolutions in respect of the ordinary shares registered in my/our name/s in accordance with the following instructions.

Proposed resolution	For	Against	Abstain
Ordinary Resolution Number 1: Re-appointment of Deloitte as auditors (with Ms R Redfean as designated auditor).			
Re-election or election of directors:			
Ordinary Resolution Number 2: Re-election of S Beesley as director.			
Election of directors:			
Ordinary Resolution Number 3: Election of L von Zeuner as director.			
Ordinary Resolution Number 4: Election of J Hudson as director.			
Ordinary Resolution Number 5: Election of R Aitken as director.			
Ordinary Resolution Number 6: Election of L de Beer as director.			
Ordinary Resolution Number 7: Election of J Nel as director.			
Ordinary Resolution Number 8: Election of R Goetzsche as director.			
Ordinary Resolution Number 9: Election of A Sangqu as director.			
Ordinary Resolution Number 10: Election of D Marokane as director.			
Election of Audit and Compliance Committee until the next AGM:			
Ordinary Resolution Number 11: Election of L de Beer as a member.			
Ordinary Resolution Number 12: Election of R Goetzsche as a member.			
Ordinary Resolution Number 13: Election of J Nel as a member.			
Ordinary Resolution Number 14: Authorising the placing of unissued share capital under the control of directors, subject to a maximum of 6 755 625 shares.			
Ordinary Resolution Number 15: Authorising directors to issue shares for cash, subject to a maximum of 6 755 625 shares.			
Ordinary Resolution Number 16: Authorising the adoption of the 2019 Conditional Share Plan.			
Ordinary Resolution Number 17: Authorising directors and company secretary to give effect to the resolutions			
Special Resolution Number 1: Authorising the repurchase of issued shares, subject to a 5 per cent maximum.			
Special Resolution Number 2: Authorising the remuneration payable to directors for their service as directors of the Company.			
Special Resolution Number 3: Approval of Restructuring Committee's Fees			
Special Resolution Number 4: Financial assistance under the 2019 Conditional Share Plan			
Special Resolution Number 5: Issues of shares under the 2019 Conditional Share Plan			
Non-binding advisory vote endorsing the Company's remuneration policy.			
Non-binding advisory vote endorsing the Company's remuneration implementation report.			

Signed this _____ day of _____ 2019/2020 Signature _____

Completed forms of proxy should be forwarded to reach the transfer secretaries of the Company, at their address below, by 15h00 on Wednesday, 22 January 2020 for administrative purposes. Proxies to be delivered thereafter must be delivered by hand to the transfer secretaries on Friday, 24 January 2020 before the commencement of the annual general meeting, at the venue of the annual general meeting. The completion of a proxy form will not preclude a shareholder from attending the meeting

South Africa:

Computershare Investor Services (Pty) Ltd,
Rosebank Towers, 15 Biermann Ave, Rosebank,
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107).

Notes:

1. A shareholder's instructions to the proxy must be indicated in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the annual general meeting as he/she deems fit. A shareholder may instruct the proxy to vote less than the total number of shares held by inserting the relevant number of shares in the appropriate box provided. A shareholder who fails to do so will be deemed to have authorised the proxy to vote or abstain from voting, as the case may be, in respect of all the shareholder's votes exercisable at the annual general meeting.
2. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy unless previously recorded by the Company's transfer secretaries or waived by the chairman of the annual general meeting.
3. Any alteration or correction made to this form of proxy must be initialed by the signatory/ies.
4. A minor must be assisted by the minor's parent or guardian unless the relevant documents establishing the minor's legal capacity are produced or have been registered by the transfer secretaries of the Company
5. The chairman of the annual general meeting may accept any form of proxy which is completed other than in accordance with these notes if the chairman of the annual general meeting is satisfied as to the manner in which the shareholder wishes to vote.

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