

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

For use by certificated shareholders and own-name dematerialised shareholders in the AGM of the company to be held electronically at 9:30 (South African standard time) on Monday, 28 September 2020.

For completion by certificated shareholders and own-name dematerialised shareholders who are unable to listen in to, participate in, and vote in, the AGM of the company to be held electronically at 09:30 (South African Standard Time) on Monday, 28 September 2020 or in any postponed or adjourned meeting.

Beneficial owners of dematerialised shares without own-name registration must not complete this Form of Proxy. Instead they must provide their CSDP or broker with their voting instructions, or alternatively, should they wish to attend the AGM 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.

Each certificated shareholder and own-name dematerialised shareholder is entitled to appoint a proxy (who need not be a shareholder) to listen in to, participate in, and vote in place of that shareholder in the AGM. Please read the notes to this Form of Proxy below.

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, or also failing him, another director of the company as my/our proxy to vote for me/us on my/our behalf at the AGM of the company to be held at 9:30 on Monday, 28 September 2020 for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat, and at each postponement or 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 Mr M Holme as designated auditor).			
Re-election of directors:			
Ordinary Resolution Number 2: Re-election of L von Zeuner as director.			
Ordinary Resolution Number 3: Re-election of L de Beer as director.			
Election of directors:			
Ordinary Resolution Number 4: Election of D Noko as director.			
Ordinary Resolution Number 5: Election of L Stephens as director.			
Election of Audit and Compliance Committee:			
Ordinary Resolution Number 6: Election of L de Beer as a member.			
Ordinary Resolution Number 7: Election of R Goetzsche as a member.			
Ordinary Resolution Number 8: Election of J Nel as a member.			
Ordinary Resolution Number 9: Authorising directors to issue shares for cash:			
Ordinary Resolution Number 10: Authorising directors and Company Secretary to give effect to the resolutions			
Special Resolution Number 1: Authorising the repurchase of issued shares:			
Special Resolution Number 2: Authorising the remuneration payable to directors for their service as directors of the company.			
Special Resolution Number 3: Authorising financial assistance (section 44 of the Companies Act)			
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 \_\_\_\_\_ 2020 Signature \_\_\_\_\_

For administrative purposes, completed Forms of Proxy should be forwarded to reach the transfer secretaries of the company, at their address below, by 9:30 on Wednesday, 23 September 2020. If a shareholder does not email or deliver the completed Form of Proxy, in accordance with the above instruction, to reach the transfer secretaries by the relevant time, that shareholder will nevertheless be entitled to email or deliver this Form of Proxy to the transfer secretaries to be received prior to the commencement of the AGM. Forms of Proxy must accompany Participation Requests, as provided in the Notice of AGM.

Transfer of Securities  
Computershare Investor Services (Pty) Ltd, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2001  
(Private Bag X9000, Saxonwold, 2132).

email: proxy@computershare.co.za

## NOTES TO THE PROXY

1. A Form of Proxy is only to be completed by certificated shareholders and own-name dematerialised shareholders.
2. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided. The person whose name stands first on the Form of Proxy and who is participating in the AGM will be entitled to act to the exclusion of those whose names follow.
3. Voting will be by way of a poll. On a poll, a shareholder who is participating itself or by proxy or representative will be entitled to 1 (one) vote per share.
4. A shareholder or proxy or representative is not obliged to use all the votes exercisable by that shareholder, proxy or representative, but the total number of votes cast and in respect of which abstention is recorded may not exceed the total of votes exercisable by the shareholder, proxy or representative.
5. Forms of Proxy must be dated and signed by the shareholder appointing a proxy and, for administrative reasons. Forms of Proxy should be emailed or delivered to the transfer secretaries, Computershare Investor Services Proprietary Limited to the addresses set out below so as to be received by no later than 9:30 (South African Standard Time) on Wednesday, 23 September 2020. If a shareholder does not email or deliver the completed Form of Proxy to reach the transfer secretaries by the relevant time, that shareholder will nevertheless be entitled to email or deliver this Form of Proxy to the transfer secretaries to be received prior to the commencement of the AGM.
6. Completing and lodging this Form of Proxy will not preclude the relevant shareholder from participating in the AGM and voting to the exclusion of any proxy appointed in terms hereof.
7. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity or other legal capacity must be attached to this Form of Proxy, unless previously recorded by the transfer secretaries or waived by the Chairman of the AGM.
8. Any alteration or correction made to this Form of Proxy must be initialled by the signatory/ies.
9. If any shares are jointly held, all joint shareholders must sign this Form of Proxy. If more than one of those shareholders is participating in the AGM either itself or by proxy or representative, the person whose name appears first in the securities register will be entitled to vote.
10. Despite the foregoing, the Chairman of the AGM may waive any formalities that would otherwise be a prerequisite for a valid Form of Proxy.