

**TONGAAT HULETT LIMITED (in business rescue)**

**PROXY FORM**

For use by the **Shareholders** of Tongaat Hulett Limited (in business rescue) ("**Company**"), for the purposes of voting on the business rescue practitioners request for approval of their Remuneration Agreement, in terms of Section 143(3) of the Companies Act 71 of 2008, as amended ("**Companies Act**"), at the vote to be conducted at a meeting of the Shareholders of the Company, convened for the purposes of procuring this vote, to be held virtually as a Microsoft Teams Live Event on **09 December 2022** and/or any postponement thereof ("**Meeting**").

**NAME OF SHAREHOLDER:** \_\_\_\_\_

I / We, being a Shareholder of the Company, do hereby nominate, constitute and appoint:

- i. \_\_\_\_\_ or failing him / her;
- ii. \_\_\_\_\_ or failing him / her;
- iii. Any one of the business rescue practitioners ("**BRPs**").

as my / our proxy to attend and act for me / us and on my / our behalf at the Meeting to be held for the purpose of Shareholder's consideration of the proposed Remuneration Agreement concluded between the Company and the BRPs of the Company and for the purpose of procuring a vote from Shareholders of the Company, in terms of section 143(3)(b) of the Act, and to vote in accordance with my / our instructions as set out in the table below (mark the appropriate block with an 'x'):

VOTE IN FAVOUR	VOTE AGAINST	ABSTAIN FROM VOTING

**SIGNED at** \_\_\_\_\_ **on this** \_\_\_\_\_ **day of** \_\_\_\_\_ **2022**

\_\_\_\_\_  
**SIGNATURE/S**

\_\_\_\_\_  
**NAME/S**

Who warrants that he is/she is/they are duly authorised thereto

**NOTES ON THIS PROXY FORM:**

1. A Shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space provided, with or without deleting "any one of the business rescue practitioners". The person whose name stands first on the form of proxy and who is present and voting at the Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. The form of proxy may be emailed to the Company's business rescue email address: [BR@tongaat.com](mailto:BR@tongaat.com), and may be received by the Company before or at any time during the Meeting but must be received by the Company **prior to closure of the Meeting**.
3. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from virtually attending and participating in the Meeting and voting thereat, to the exclusion of the proxy appointed in terms thereof, should such Shareholder wish to do so.
4. If this proxy is signed under power of attorney or by a representative on behalf of a company, close corporation or trust, it must be accompanied by an appropriate power of attorney (for an individual) or authorising resolution/letter (for a juristic person) - as is applicable - giving such representative the authority to act as proxy and vote at the Meeting.