

Form of proxy Annual General Meeting

REUNERT
REUNERT LIMITED

REUNERT LIMITED

Incorporated in the Republic of South Africa
(Registration number 1913/004355/06)
Share code: RLO; ISIN code ZAE000057428
("Reunert" or "the Company")

As provided for in terms of sections 61(10) and 63(2) of the Companies Act, the hundred and ninth Annual General Meeting (AGM) of the Company will be held entirely through the use of an interactive electronic platform, on **Tuesday, 14 February 2023 at 10h00** in order to consider and, if deemed fit, pass, with or without modification, the resolutions set out in the Notice. The electronic platform will allow shareholders or their appointed proxies, registered in accordance with the instructions set out in the Notice, to participate in and exercise their voting rights at the AGM.

Although voting will be permitted by way of electronic communication, shareholders are encouraged to make use of proxy forms for purposes of voting at the AGM.

Please note:

- > **This Form of Proxy is FOR USE BY:**
 - o **CERTIFICATED REGISTERED SHAREHOLDERS**
 - o **DEMATERIALIZED 'OWN NAME' REGISTERED HOLDERS**
- > **This Form of Proxy is NOT FOR USE BY shareholders who have already dematerialised their Reunert shares through a participant (previously referred to as a "CSDP"), other than 'own name' dematerialised shareholders.**
- > Terminology in this Form of Proxy corresponds with the terminology used in the Notice with which this Form of Proxy is distributed.

For use at the AGM of the Company, to be held electronically, on **Tuesday, 14 February 2023 at 10h00**.

I/We _____ (insert full names)

of (address) _____

_____ (insert address)

being a shareholder/s of _____ (insert number of ordinary shares held) shares

in the Company, hereby appoint/s:

1. _____ or failing him/her

2. _____ or failing him/her

3. _____ or failing him/her

4. **the Chair** of the AGM

as my/our proxy to act for me/us at the AGM and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name/s.

Please note the following regarding the table below:

- > If a signed Proxy Form is submitted on behalf of a shareholder(s) without an indication in the table on how the proxy should vote (whether in respect of any one resolution or a number of resolutions), it will be deemed that the proxy may vote on that resolution or those resolutions as he or she deems fit.
- > Please insert, in the appropriate column, the number of shares to be voted on each resolution. If no number of shares is indicated next to any resolution, it will be assumed that the shareholder intends all of his or her shares to be voted as indicated.

I/We desire to vote as follows:

RESOLUTIONS		For	Against	Abstain
Ordinary resolutions				
Election and re-election of directors of the Company				
Resolution 1	Election of Mr RJ Boëttger as an independent non-executive director			
Resolution 2	Election of Ms TNM Eboka as an independent non-executive director			
Resolution 3	Re-election of Mr JP Hulley as an independent non-executive director			
Resolution 4	Re-election of Mr MJ Husain as an independent non-executive director			
Resolution 5	Re-election of Ms S Martin as an independent non-executive director			
Resolution 6	Re-election of Mr NA Thomson as an executive director			
Re-election of audit committee members of the Company				
Resolution 7	Re-election of Mr LP Fourie to the Audit Committee			
Resolution 8	Re-election of Ms T Abdool-Samad to the Audit Committee			
Resolution 9	Re-election of Ms S Martin to the Audit Committee			
Resolution 10	Re-election of Dr MT Matshoba-Ramuedzisi to the Audit Committee			
General				
Resolution 11	Re-appointment of external auditors – Deloitte			
Resolution 12	Appointment of individual designated auditor – Ms N Ranchod			
Resolution 13	Appointment of external auditors 2024 – KPMG			
Resolution 14	Ratification relating to personal financial interest arising from multiple offices in the Reunert Group			
Non-binding advisory votes				
Resolution 15	Endorsement of the Reunert Remuneration Policy			
Resolution 16	Endorsement of the Reunert Remuneration Implementation Report			
Special resolutions				
Resolution 17	General authority to repurchase shares			
Resolution 18	Directors' remuneration			
Resolution 19	Directors' remuneration for ad hoc assignments			
Resolution 20	Financial assistance relating to share repurchases and share plans			
Resolution 21	Financial assistance relating to securities for the advancement of commercial interests			
Resolution 22	Financial assistance to persons related or inter-related to the Company for advancement of commercial interest			
Ordinary resolution				
Authority to implement				
Resolution 23	Signature of documents and authority for implementation of resolutions			

Signed on _____ (insert date)

Signature of shareholder/s _____

Assisted by (where applicable) _____

Notes to the Form of Proxy

1. Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder/s of the company) to attend, speak and vote in place of that shareholder at the AGM.
2. A shareholder may insert the name of proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the Chair of the AGM". **Any such deletion must be initialled by the shareholder.** The person present at the meeting whose name appears first on the Proxy Form and has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow.
3. A shareholder's instructions to the proxy must be indicated by completion of the relevant information, in the appropriate space provided, as per the instructions provided in this form. A shareholder or his proxy is not obliged to use all the votes exercisable by the shareholder or by his proxy, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the shareholder or his proxy.
- 4. Any alteration or correction to this Proxy Form must be initialled by the signatory/ies.**
5. Documentary evidence establishing the authority of the person signing this Proxy Form in a representative capacity must be attached to this Proxy Form unless previously recorded by the transfer secretaries of the Company or waived by the chair of the AGM.
6. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. This Proxy Form expires after the conclusion of the AGM stated herein, except for purposes of an adjournment of this AGM or at a poll demanded at such adjourned meeting.

Submission of Proxy Forms

8. This Proxy Form must be submitted by no later than **10:00 on Friday, 10 February 2023** in order to allow sufficient time for the verification and collation of the information. However, Proxy Forms which reach TMS after this date and time, up to the commencement of the AGM at **10:00 on Tuesday, 14 February 2023**, will be taken into account at the AGM.
9. Proxy Forms can be submitted in any of the ways below:

EMAILS (PREFERRED):

proxy@tmsmeetings.co.za

HAND DELIVERIES TO:

The Meeting Specialist (Proprietary) Limited
JSE building
One Exchange Square
Gwen Lane
Sandown
2196

POSTAL DELIVERIES TO:

The Meeting Specialist (Proprietary) Limited
PO Box 62043
Marshalltown
2107

Summary of rights contained in Section 58 of the Companies Act

In terms of section 58 of the Companies Act:

- > a shareholder of a company may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a Shareholder) as a proxy to participate in, and speak and vote at, a shareholders' meeting on behalf of such shareholder;
- > a proxy may delegate her or his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy;
- > irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder;
- > any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
- > if an appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the relevant company;
- > a proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's Memorandum of Incorporation, or the instrument appointing the proxy, provides otherwise; and
- > if the instrument appointing a proxy has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act or such company's Memorandum of Incorporation to be delivered to a shareholder must be delivered by such company to:
 - o the relevant shareholder; or
 - o the proxy or proxies, if the relevant shareholder has: (i) directed such company to do so, in writing and (ii) paid any reasonable fee charged by such company for doing so; and
 - o if a company issues an invitation to its shareholders to appoint one (1) or more persons named by the company as a proxy, or supplies a form of proxy instrument the invitation must be sent to every shareholder entitled to notice of the meeting at which the proxy is intended to be exercised;
- > the invitation or form of proxy instrument supplied by the company must:
 - o bear a reasonably prominent summary of the rights established in section 58 of the Companies Act;
 - o contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a shareholder to write the name and, if desired, an alternative name of a proxy chosen by the shareholder; and
 - o provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the meeting, or is to abstain from voting;
- > the company must not require that the proxy appointment be made irrevocable; and
- > the proxy appointment remains valid only until the end of the meeting at which it was intended to be used.