

FORM OF PROXY ANNUAL GENERAL MEETING

REUNERT LIMITED

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

Please note:

- **This form of proxy is FOR USE BY:**
 - CERTIFICATED REGISTERED SHAREHOLDERS
 - 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, other than “own name” dematerialised shareholders.**
- Terminology in this form of proxy corresponds with the terminology used in the notice of annual general meeting to which this form of proxy is attached.

For use at the annual general meeting of the company, to be held in the Reunert Boardroom, Nashua Building, Woodmead North Office Park, Woodmead, Sandton on **Monday, 11 February 2019, 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 annual general meeting

as my/our proxy to act for me/us at the annual general meeting 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 is 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 of newly appointed directors			
Resolution no 1: Election of Mr JP Hulley as an independent non-executive director of the company			
Resolution no 2: Election of Ms T Matshoba-Ramuedzisi as an independent non-executive director of the company			
Re-election of retiring directors			
Resolution no 3: Re-election of Ms T Abdool-Samad as an independent non-executive director of the company			
Resolution no 4: Re-election of Mr SD Jagoe as an independent non-executive director of the company			
Resolution no 5: Re-election of Ms S Martin as an independent non-executive director of the company			
Resolution no 6: Re-election of Mr TS Munday as an independent non-executive director of the company			
Resolution no 7: Re-election of Mr MAR Taylor as an executive director of the company			
Election of Audit Committee members			
Resolution no 8: Re-election of Mr R van Rooyen to the Audit Committee of the company			
Resolution no 9: Re-election of Ms T Abdool-Samad to the Audit Committee of the company			
Resolution no 10: Re-election of Ms S Martin to the Audit Committee of the company			
Resolution no 11: Election of Ms T Matshoba-Ramuedzisi to the Audit Committee of the company			
General			
Resolution no 12: Re-appointment of external auditors: Deloitte			
Resolution no 13: Appointment of individual designated auditor: N Ranchod			
Resolution no 14: Ratification relating to personal financial interest arising from multiple offices in the Reunert group			
Non-binding advisory notes			
Resolution no 15: Endorsement of the company remuneration policy			
Resolution no 16: Endorsement of the company remuneration implementation report			
Special resolutions			
Resolution no 17: Approval of issue of a maximum of 1 400 000 ordinary shares in terms of the Reunert 2006 Share Option Scheme			
Resolution no 18: General authority to re-purchase shares, which re-purchase shall not exceed 5% of issued shares			
Resolution no 19: Directors' remuneration			
Resolution no 20: Directors' remuneration for ad hoc assignments			
Resolution no 21: Approval of financial assistance for share re-purchases and share schemes to related or inter-related persons			
Resolution no 22: Approval of financial assistance in furtherance of the group's commercial interests, to related or inter-related persons			
Ordinary resolution			
Authority to implement			
Resolution no 23: Signature of documents and authority of executive director or company secretary to implement resolutions passed			

Signed this _____ day of _____ 20____

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 annual general meeting.
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 annual general meeting". Any such deletion must be initiated by the shareholder. The person present at the meeting whose name appears first on the form of proxy 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 or her proxy is not obliged to use all the votes exercisable by the shareholder or by his or her 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 or her proxy.
4. Any alteration or correction to this form of proxy must be initiated by the signatory/ies.
5. Documentary evidence establishing the authority of the person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries of the company or waived by the Chair of the annual general meeting.
6. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting 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 form of proxy expires after the conclusion of the annual general meeting stated herein, except for purposes of an adjournment of this annual general meeting or at a poll demanded at such adjourned meeting.
8. This form of proxy should be e-mailed to proxy@computershare.co.za or lodged at or posted to the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa (PO Box 61051, Marshalltown, 2107, South Africa) so as to be received by no later than **10h00 on Thursday, 7 February 2019**. Thereafter, a shareholder or his or her proxy must deliver the form of proxy to the Chair of the annual general meeting before the appointed proxy may exercise any rights of the shareholder at the meeting.

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 MOI, 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 MOI to be delivered to a shareholder must be delivered by such company to:
 - > the relevant shareholder; or
 - > 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.

TRANSFER SECRETARIES

Computershare Investor Services Proprietary Limited

Physical address: Rosebank Towers, 15 Bierman Avenue, Rosebank, 2196, South Africa

Postal address: PO Box 61051, Marshalltown, 2107

Telephone: +27 11 370 5000

Fax: +27 11 688 5248

E-mail: proxy@computershare.co.za

Website: www.computershare.com/za