



# 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")

As provided for in terms of sections 61(10) and 63(2) of the Companies Act, the hundred and eighth AGM of the Company will be held entirely through the use of an interactive electronic platform immediately after the General Meeting, scheduled to be held as proposed on Tuesday, 15 February 2022 at 09:00 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 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 proxies 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 to which this Form of Proxy is attached.

For use at the AGM of the Company, to be held electronically immediately after the GM, scheduled to be held on **Tuesday, 15 February 2022, at 09:00.**

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 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
<b>Ordinary resolutions</b>			
<b>Re-election of retiring directors of the Company</b>			
<b>Resolution no 1:</b> Re-election of Ms T Abdool-Samad as an independent non-executive director			
<b>Resolution no 2:</b> Re-election of Mr AB Darko as an independent non-executive director			
<b>Resolution no 3:</b> Re-election of Mr AE Dickson as an executive director			
<b>Resolution no 4:</b> Re-election of Mr LP Fourie as an independent non-executive director			
<b>Resolution no 5:</b> Re-election of Adv NDB Orleyn as a non-executive director			
<b>Re-election of audit committee members of the Company</b>			
<b>Resolution no 6:</b> Re-election of Mr LP Fourie to the Audit Committee			
<b>Resolution no 7:</b> Re-election of Ms T Abdool-Samad to the Audit Committee			
<b>Resolution no 8:</b> Re-election of Mr AB Darko to the Audit Committee			
<b>Resolution no 9:</b> Re-election of Ms S Martin to the Audit Committee			
<b>Resolution no 10:</b> Re-election of Dr MT Matshoba-Ramuedzisi to the Audit Committee			
<b>General</b>			
<b>Resolution no 11:</b> Re-appointment of external auditors: Deloitte & Touche			
<b>Resolution no 12:</b> Appointment of individual designated auditor: Ms N Ranchod			
<b>Resolution no 13:</b> Ratification relating to personal financial interest arising from multiple offices in the Reunert Group			
<b>Non-binding advisory votes</b>			
<b>Resolution no 14:</b> Endorsement of the Reunert Remuneration Policy			
<b>Resolution no 15:</b> Endorsement of the Reunert Remuneration Implementation Report			
<b>Special resolutions</b>			
<b>Resolution no 16:</b> General authority to repurchase shares, which repurchase shall not exceed 5% of issued shares as at the date of the Notice to which this Form of Proxy is attached			
<b>Resolution no 17:</b> Approval of non-executive directors' remuneration			
<b>Resolution no 18:</b> Approval of non-executive directors' remuneration for ad hoc assignments			
<b>Resolution no 19:</b> Approval of financial assistance relating to share repurchases of Reunert's shares and share plans (S44)			
<b>Resolution no 20:</b> Approval of financial assistance to the Group relating to securities for the advancement of commercial interests (S44)			
<b>Resolution no 21:</b> Approval of financial assistance for the furtherance of the Group's commercial interests, to related or inter-related entities or related foreign companies (S45)			
<b>Ordinary resolution</b>			
<b>Authority to implement</b>			
<b>Resolution no 22:</b> Signature of documents and authority of executive director or company secretary to implement resolutions passed			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

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 **09:00 on Friday, 11 February 2022** 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 **09:00 on Tuesday, 15 February 2022**, will be taken into account at the AGM.
9. Proxy Forms can be submitted in any of the ways below:

EMAILS (PREFERRED):	HAND DELIVERIES TO:	POSTAL DELIVERIES TO:
proxy@tmsmeetings.co.za	The Meeting Specialist (Proprietary) Limited JSE building One Exchange Square Gwen Lane Sandown 2196	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.