# 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")

Please note:

- This form of proxy is FOR USE BY:
  - CERTIFICATED REGISTERED SHAREHOLDERS
  - DEMATERIALISED "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, 54 Maxwell Drive, Woodmead, Sandton on **Monday, 15 February 2016**, 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 chairman** of the annual general meeting

as my/our proxy to act on my/our behalf 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 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** | | | |
| Confirmation of office of newly appointed directors | | | |
| Resolution no 1 – Election of independent non-executive director: P Mahanyele | | | |
| Resolution no 2 – Election of executive director: M Moodley | | | |
| Resolution no 3 – Election of executive director: NA Thomson | | | |
| Re-election of retiring directors | | | |
| Resolution no 4 – Re-election of independent non-executive director: SD Jagoe | | | |
| Resolution no 5 – Re-election of independent non-executive director: S Martin | | | |
| Resolution no 6 – Re-election of independent non-executive directors: NDB Orleyn | | | |
| Resolution no 7 – Re-election of independent non-executive director: SG Pretorius | | | |
| Resolution no 8 – Re-election of executive director: MAR Taylor | | | |
| Election of audit committee members | | | |
| Resolution no 9 – Re-election as audit committee member: R van Rooyen | | | |
| Resolution no 10 – Re-election as audit committee member: T Abdool-Samad | | | |
| Resolution no 11 – Election as audit committee member: P Mahanyele | | | |
| Resolution no 12 – Re-election as audit committee member: S Martin | | | |
| **General** | | | |
| Resolution no 13 – Re-appointment of external auditors Deloitte and JAR Welch | | | |
| Resolution no 14 – Endorsement of Reunert's remuneration policy | | | |
| Resolution no 15 – Ratification relating to personal financial interest arising from multiple offices in the Reunert group | | | |
| **Special resolutions** | | | |
| Resolution no 16 – Approval of issue of a maximum of 2 000 000 ordinary shares in terms of the Reunert 1985 Share Option Scheme, Reunert 1988 Share Purchase Scheme and the Reunert 2006 Share Option Scheme | | | |
| Resolution no 17 – General authority to repurchase shares, which repurchase shall not exceed 5% of issued shares | | | |
| Resolution no 18 – Approval of non-executive directors' remuneration | | | |
| Resolution no 19 – Approval of non-executive directors' remuneration for ad hoc assignments | | | |
| Resolution no 20 – Approval of financial assistance in terms of approved long-term or share incentive schemes and to entities related or inter-related to the company | | | |
| Resolution no 21 – Approval of proposed Reunert Share Matching Plan 2015 | | | |
| **Ordinary resolution** | | | |
| Authority to implement | | | |
| Resolution no 22 – Signature of documents and authority of 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 chairman of the annual general meeting". Any such deletion must be initialed 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 the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he deems fit in respect of all of the shareholder's votes exercisable thereat. 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 form of proxy must be initialed 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 chairman 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.

## Transfer secretaries

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