NOTICE OF ANNUAL GENERAL MEETING

SUN INTERNATIONAL LIMITED
Incorporated in the Republic of South Africa
(Registration number 1967/007528/06)
(Share code: SUI) ISIN: ZAE000097580
("Sun International" or "the company")

Notice is hereby given to shareholders recorded in the company's securities register on Thursday, 13 April 2017, that the 33rd annual general meeting of the shareholders of Sun International will be held at The Maslow Hotel, Corner of Grayston Drive and Rivonia Road, Sandton, Johannesburg, on Wednesday, 14 June 2017 at 09:00 (South African Time), to (i) deal with such business as may lawfully be dealt with at the meeting and (ii) consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Companies Act, No. 71 of 2008, as amended ('the Act'), as read with the Listings Requirements of the JSE Limited ("JSE Listings Requirements") on which exchange the company's ordinary shares are listed, which meeting is to be participated in and voted at by shareholders as at the record date of Friday, 9 June 2017. The last day to trade in order to be eligible to attend and vote at the annual general meeting is Tuesday, 6 June 2017.

Kindly note that in terms of section 63(1) of the Act, meeting participants (including shareholders and proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in a shareholders' meeting. Forms of identification include valid identity documents, driver's licences and passports.

When reading the resolutions below, please refer to the explanatory notes for the ordinary and special resolutions which accompany this notice convening the annual general meeting.

1. PRESENTATION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

The consolidated audited financial statements of the company and its subsidiaries (as approved by the board of directors of the company), incorporating the external auditor, audit committee and directors' reports, for the year ended 31 December 2016, are presented to shareholders.

The reviewed condensed consolidated financial statements accompanying this notice of annual general meeting are set out in Annexure "A" hereto. The complete audited financial statements for the year ended 31 December 2016, are set out on the company's website at www.suninternational.com/investors

ORDINARY RESOLUTIONS

2. ORDINARY RESOLUTION NUMBER 1: ELECTION OF DIRECTOR

"Resolved that Mr N Basthdaw, a director of the company who, being eligible, has offered himself for election, is elected by way of a separate resolution in terms of a series of votes to fill a single vacancy, in terms of clause 39.9 of the company's memorandum of incorporation".

A brief biography in respect of Mr Basthdaw's proposed election is set out in Annexure "B" hereto.

3. ORDINARY RESOLUTIONS NUMBERS 2.1 TO 2.4: RE-ELECTION OF DIRECTORS

"Resolved that the following directors of the company, who, being eligible, have offered themselves for re-election, are re-elected by separate resolutions, and each by way of a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, in terms of clause 39.3 of the company's memorandum of incorporation:

2.1 Mr EAMMG Cibie

2.2 Dr NN Gwagwa

2.3 Mr MV Moosa

2.4 Mr GR Rosenthal"

Brief biographies in respect of each director offering himself/herself for re-election are set out in Annexure "B" hereto.

4. ORDINARY RESOLUTION NUMBER 3: RE-APPOINTMENT OF EXTERNAL AUDITOR

"Resolved that, upon the recommendation of the current Sun International audit committee, PricewaterhouseCoopers Incorporated ("PwC") is re-appointed as the independent registered auditor of the company (to report on the financial year ending 31 December 2017) until the conclusion of the next annual general meeting."

5. ORDINARY RESOLUTIONS NUMBERS 4.1 TO 4.5: ELECTION OF AUDIT COMMITTEE MEMBERS

"Resolved that the following independent non-executive directors are elected as members of the Sun International audit committee, in terms of section 94(2) of the Act, by separate resolutions and each by way of a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, with effect from the end of this annual general meeting:

4.1 Mr PD Bacon

4.2 Ms ZBM Bassa

4.3 Mr PL Campher

4.4 Ms CM Henry

4.5 Mr GR Rosenthal*"

* *Subject to his re-election as a director pursuant to ordinary resolution number 2.4.*

Brief biographies in respect of those independent non-executive directors offering themselves for election as members of the Sun International audit committee are set out in Annexure "B" hereto and in the report of the Sun International audit committee contained on the company's website at www.suninternational.com/investors

SPECIAL RESOLUTIONS

6. SPECIAL RESOLUTION NUMBER 1: GENERAL AUTHORITY TO ACQUIRE (REPURCHASE) ORDINARY SHARES

"Resolved that the company and/or any subsidiary of the company is hereby authorised, by way of a general authority, from time to time, to acquire ordinary shares in the share capital of the company from any person in accordance with the requirements of clause 22 of Sun International's memorandum of incorporation, the Act and the JSE Listings Requirements, from time to time, provided that:

- any such acquisition of ordinary shares shall be effected through the order book operated by the JSE trading system, subject to the approval of the JSE, where necessary, and done without any prior understanding or arrangement with the counterparty (reported trades are prohibited);
- this general authority shall be valid until the earlier of the company's next annual general meeting or the variation or revocation of such general authority by special resolution at any subsequent general meeting of the company, provided that it shall not extend beyond 15 months from the date of passing of this special resolution number 1;
- an announcement containing full details of such acquisitions will be published as soon as the company or any of its subsidiaries shall have acquired ordinary shares constituting, on a cumulative basis, not less than 3% of the number of ordinary shares in issue as at the date of this approval and for each subsequent acquisition constituting, on a cumulative basis, not less than 3% in aggregate of the number of ordinary shares in issue as at the date of this approval, in compliance with paragraph 11.27 of the JSE Listings Requirements;

- acquisitions of ordinary shares in aggregate in any one financial year may not exceed 5% of the company's issued ordinary share capital, as at 31 December 2016;
- ordinary shares may not be acquired at a price greater than 10% above the weighted average of the market value at which such ordinary shares are traded on the JSE as determined over the five business days immediately preceding the date of acquisition of such ordinary shares;
- the company has been given authority by its memorandum of incorporation;
- a resolution is passed by the board of directors that it has authorised the acquisition, that the company and its subsidiaries will pass the solvency and liquidity test immediately after the acquisition and that from the time that the test is done, there are no material changes to the financial position of the company or the group;
- at any point in time, the company and/or its subsidiaries may only appoint one agent to effect any such acquisition;
- the company and/or its subsidiaries may not acquire any ordinary shares during a prohibited period, as defined in the JSE Listings Requirements, unless a repurchase programme is in place, where dates and quantities of the shares to be traded during the prohibited period are fixed and full details of the programme have been submitted to the JSE in writing, prior to the commencement of the prohibited period;
- the company's subsidiaries shall not be entitled to acquire ordinary shares issued by the company if the acquisition of the shares will result in them holding, on a cumulative basis, more than 10% of the number of ordinary shares in issue in the company; and
- no voting rights attached to the ordinary shares acquired by the company's subsidiaries may be exercised while the shares are held by them and they remain subsidiaries of the company."

7. SPECIAL RESOLUTION NUMBER 2: REMUNERATION OF NON-EXECUTIVE CHAIRMAN

"Resolved that, in terms of clause 45.1 of the company's memorandum of incorporation, the remuneration payable, with effect from 1 July 2017, to Sun International's non-executive chairman for his services as a director and chairman of the company, be set as follows:

Remuneration payable to non-executive chairman*	**Proposed annual retainer R**	**Proposed attendance fee/ meeting R**
Sun International non-executive chairman	853 100	49 700

* *These fees remain unchanged from the fees approved by shareholders at the AGM held on 21 November 2016.*

8. SPECIAL RESOLUTION NUMBER 3: REMUNERATION OF LEAD INDEPENDENT DIRECTOR

"Resolved that, in terms of clause 45.1 of the company's memorandum of incorporation, the remuneration payable, with effect from 1 July 2017, to Sun International's lead independent director for his services as lead independent director of the company, be set as follows:

Remuneration payable to lead independent director[1]*	**Proposed annual retainer R**	**Proposed attendance fee/ meeting R**
Sun International lead independent director	327 100	28 500

1 *The remuneration payable to the lead independent director is in substitution for the board fee payable to other non-executive directors. Notwithstanding the aforegoing, the lead independent director will be entitled to the same attendance fee per meeting payable to the other non-executive directors, in respect of any special board meetings or ad hoc strategic planning sessions which he attends.*

* *These fees remain unchanged from the fees approved by shareholders at the AGM held on 21 November 2016.*

9. SPECIAL RESOLUTION NUMBER 4: REMUNERATION OF NON-EXECUTIVE DIRECTORS

"Resolved that, in terms of article 45.1 of the company's memorandum of incorporation, the remuneration payable, with effect from 1 July 2017, to Sun International's non-executive directors for their services as non-executives directors of the company, be set as follows:

Remuneration payable to non-executive directors for their services as directors*	Proposed annual retainer R	Proposed attendance fee/ meeting R
Sun International non-executive directors	135 100	28 500

** These fees remain unchanged from the fees approved by shareholders at the AGM held on 21 November 2016.*

10. SPECIAL RESOLUTION NUMBER 5: REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS PARTICIPATING IN STATUTORY AND BOARD COMMITTEES

"Resolved that, in terms of clause 45.1 of the company's memorandum of incorporation, the remuneration payable, with effect from 1 July 2017, to the Sun International non-executive directors who participate in the company's statutory and board committees, be set as follows:

Remuneration payable to non-executive directors for participating in statutory and board committees*	Proposed annual retainer R	Proposed attendance fee/ meeting R
Sun International audit committee chairman	113 800	32 000
Sun International audit committee member	57 000	16 000
Sun International remuneration committee chairman	51 300	31 300
Sun International remuneration committee member	25 800	15 700
Sun International risk management committee chairman	62 700	34 200
Sun International risk management committee member	31 300	17 200
Sun International nomination committee chairman	42 600	21 400
Sun International nomination committee member	21 500	10 700
Sun International social and ethics committee chairman	47 200	27 100
Sun International social and ethics committee member	23 600	13 600
Sun International investment committee chairman	47 200	27 100
Sun International investment committee[1] member	23 600	13 600
Sun International investment committee[1] chairman – via teleconference[1]	–	4 100 (per hour)
Sun International investment committee member – via teleconference[1]	–	3 000 (per hour)

1 The investment committee meets 12 times per annum. Four of these meetings are held in person while the remaining eight meetings are held via teleconference. The members of the committee are entitled to receive an attendance fee in respect of each of the four meetings which they attend in person and to an hourly fee in respect of the remaining meetings held by way of teleconference.

** These fees remain unchanged from the fees approved by shareholders at the AGM held on 21 November 2016.*

11. SPECIAL RESOLUTION NUMBER 6: REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS FOR PARTICIPATING IN SPECIAL/UNSCHEDULED BOARD MEETINGS AND *AD HOC* STRATEGIC PLANNING SESSIONS

"Resolved that, in terms of clause 45.1 of the company's memorandum of incorporation, the remuneration payable, with effect from 1 July 2017, to the Sun International non-executive directors who participate in special/unscheduled board meetings and *ad hoc* strategic planning sessions, be set as follows:

Remuneration payable to non-executive directors for participating in special/unscheduled board meetings and *ad hoc* strategic planning sessions*	**Proposed attendance fee/meeting/session R**
Sun International non-executive directors participating in special/unscheduled board meetings and *ad hoc* strategic planning sessions	28 500

**This fee remains unchanged from the fee approved by shareholders at the AGM held on 21 November 2016*

12. SPECIAL RESOLUTION NUMBER 7: FINANCIAL ASSISTANCE TO EMPLOYEE SHARE SCHEME BENEFICIARIES AND RELATED OR INTER-RELATED COMPANIES AND CORPORATIONS

"Resolved that the board of directors of the company may, to the extent required by sections 44 and 45 of the Act and subject to compliance with the requirements (if applicable) of the:

i) company's memorandum of incorporation;

ii) the Act; and

iii) JSE Listings Requirements,

from time to time, authorise the company to provide direct or indirect financial assistance by way of loan, guarantee, the provision of security or otherwise, to:

7.1 any of its present or future subsidiaries and/or any other company or entity that is or becomes related or inter-related to the company for any purpose or in connection with, any matter, including, but not limited to, the subscription of any option, or any securities, issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities in the company or any related or inter-related company; and

7.2 any of the present or future directors or prescribed officers (or any person related to any of them or to any company or entity related or inter-related to any of them), or to any other person who is or may be a participant in any of the Sun International group's current or future employee share plans or other employee incentive schemes, or any share scheme trust or other entity facilitating any such scheme, for the purpose of, or in connection with, the subscription for any option, or any securities, issued or to be issued by the company or a related or inter-related company or entity or for the purchase of any securities of the company or a related or inter-related company, where such financial assistance is provided in terms of any such scheme that does not constitute an employee share scheme that satisfies the requirements of section 97 of the Act,

provided that this authority shall expire at the earlier of the second anniversary of the date of the adoption of this special resolution number 7 or the date of the annual general meeting of the company to be held in 2018".

13. SPECIAL RESOLUTION NUMBER 8: ADOPTION OF A NEW MEMORANDUM OF INCORPORATION (MOI) OF THE COMPANY

"Resolved that in terms of section 16(1)(c) of the Act (read with section 16(5)(a) of the Act) and subject to obtaining the approval of shareholders at this annual general meeting, a revised memorandum of incorporation, in the form of the draft tabled at this annual general meeting and initialled by the Chairman of the meeting for the purposes of identification, be and is hereby adopted in substitution for and to the exclusion of the entire current memorandum of incorporation".

In compliance with section 65(4) of the Act, a summary of the new MOI has been included in the explanatory notes to this notice of annual general meeting. As the aforementioned explanatory notes are not an exhaustive list of the material provisions contained in the new MOI, shareholders are advised to review the current MOI and proposed new MOI prior to this annual general meeting. Both the current MOI and the proposed new MOI will be available for inspection from the date of issue of the notice to the date of this annual general meeting, being 14 June 2017, at both (i) the registered office of the company during office hours being 08:30 – 17:00 and (ii) on the company's website at www.suninternational.com/investors

Please note further that the summary referred to above is intended for information purposes only and is not intended as a substitute for the thorough perusal of the document to which it relates. The entire MOI under consideration of this special resolution is posted on the company's website at www.suninternational.com/investors

Voting and proxies

In terms of, among others, the Act and the JSE Listings Requirements, no voting rights attaching to the treasury shares held by Sun International or shares held by a share trust or scheme (save for those shares held in favour of employees to which voting rights have already accrued) and unlisted securities may be exercised.

Ordinary shareholders holding dematerialised shares in their own name, or who hold shares that are not dematerialised, who are entitled to attend, speak and vote at the annual general meeting may appoint one or more proxies to attend, speak and vote in their stead. A proxy does not have to be a shareholder of the company. The appointment of a proxy will not preclude the shareholder who appointed that proxy from attending the annual general meeting and participating and voting in person thereat to the exclusion of any such proxy. Proxy forms for use by ordinary shareholders at the annual general meeting are enclosed with this annual statutory report.

Shareholders holding dematerialised shares but not in their own name must furnish their CSDP or broker with their instructions for voting at the annual general meeting should they wish to vote. If your CSDP or broker, as the case may be, does not obtain instructions from you, it will be obliged to act in terms of your mandate furnished to it, or if the mandate is silent in this regard, to complete the relevant proxy form enclosed. Unless you advise your CSDP or broker, in terms of the agreement between you and your CSDP or broker by the cut-off time stipulated therein, that you wish to attend the annual general meeting or send a proxy to represent you at the annual general meeting, your CSDP or broker will assume you do not wish to attend the annual general meeting or send a proxy. If you wish to attend the annual general meeting or send a proxy, you must request your CSDP or broker to issue the necessary letter of representation to you.

Shareholders holding dematerialised shares in their own name, or who hold shares that are not dematerialised, and who are unable to attend the annual general meeting and wish to be represented thereat, must complete the relevant proxy form enclosed in accordance with the instructions therein and lodge it with, or mail it to, the transfer secretaries.

It is requested that proxy forms should be forwarded to reach the company's transfer secretaries at the address given below by not later than 09:00 on Monday, 12 June 2017. Should your proxy form not be returned to the transfer secretaries by the aforesaid date and time, the proxy form may be handed to the chairman of the annual general meeting before that meeting is due to commence.

Please note that the company intends to make provision for shareholders of the company, or their proxies, who are entitled to attend thereat, to participate in the annual general meeting by way of a teleconference call, provided that the shareholders or their CSDP or broker (as the case may be) must give written notice to the company, per the Secretariat, c/o Mr AG Johnston, either by e-mail at andrew.johnston@suninternational.com or at the address given below (by way of physical delivery or post) and such notice must be received by the company by no later than 48 hours prior to the date of the annual general meeting. If no notice is received by the company at least 48 hours prior to the date of the annual general meeting, then the company shall not make provision for shareholders to participate in the annual general meeting by way of a teleconference call. However, if the company timeously receives the above notice, then the company will provide a teleconference facility and furnish the shareholders or their CSDP or broker (as the case may be) with the dialling code and pin number.

Shareholders participating in this manner will still need to appoint a proxy to vote on their behalf at the annual general meeting. Access to this means of electronic communication will be at the expense of Sun International. Sun International shareholders and their proxies will not be entitled to vote electronically at the annual general meeting.

The annual general meeting may not begin until at least three shareholders entitled to attend and vote at that meeting are present in person or represented by proxy and sufficient persons are present (in person or by proxy) at the annual general meeting to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the annual general meeting. A matter to be decided at the annual general meeting may not begin to be considered unless sufficient persons are present at the meeting (in person or by proxy) to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised in respect at the time the matter is called on the agenda.

By order of the board

Sun International Limited

Per: **Mr AG Johnston**
Group Company Secretary

6 Sandown Valley Crescent
Sandton
2146

21 April 2017

Transfer secretaries

Computershare Investor Services Proprietary Limited

Rosebank Towers

15 Biermann Avenue

Rosebank, 2196

(PO Box 61051, Marshalltown, 2107)

ANNUAL GENERAL MEETING EXPLANATORY NOTES

ORDINARY RESOLUTIONS NUMBERS 1 AND 2.1 TO 2.4 – ELECTION AND RE-ELECTION OF DIRECTORS

In accordance with the company's memorandum of incorporation, one-third of the directors are required to retire at each annual general meeting and being eligible may offer themselves for election or re-election, as the case may be. The directors who are to retire are firstly those who have been appointed to fill a casual vacancy and secondly those who have held their positions the longest period since their last election or re-election. Mr EAMMG Cibie, Dr NN Gwagwa and Messrs MV Moosa and GR Rosenthal retire from the board in accordance with clause 39.3 of the company's memorandum of incorporation while Mr N Basthdaw retires from the board in accordance with clause 39.9 of the company's memorandum of incorporation.

A brief biography in respect of each director offering himself/herself for election/re-election, is set out in Annexure "B" hereto.

The nomination committee of the board of directors of the company has reviewed the composition of the board against corporate governance and transformation requirements and has recommended the election/re-election, of the directors listed above. It is the view of the board that the election/re-election of the candidates referred to above would enable the company to:

- responsibly maintain a mixture of business skills and experience relevant to the company and balance the requirements of transformation, continuity and succession planning; and
- comply with corporate governance requirements in respect of matters such as the balance of executive, non-executive and independent directors on the board.

In addition, the nomination committee of the company has conducted a rigorous assessment of the performance of each of the retiring directors and has reviewed the skills, knowledge, experience, diversity and demographics represented on the board. The nomination committee has satisfied itself that none of the independent non-executive directors' independence of character and judgement has in any way been affected or impaired by their length of service on the board. Having received the results of these assessments and reviews, the board is satisfied that each of the directors standing for election or re-election, as the case may be, performance continues to be effective and demonstrates commitment to their roles.

Accordingly, the board recommends to shareholders the election and re-election of each of the retiring directors referred to in ordinary resolutions numbers 1 and 2.1 to 2.4 by way of a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, as required under section 68(2) of the Companies Act, No. 71 of 2008, as amended (the Act).

ORDINARY RESOLUTION NUMBER 3 – RE-APPOINTMENT OF EXTERNAL AUDITOR

PricewaterhouseCoopers Inc. ("PwC") has indicated its willingness to continue in office and ordinary resolution number 3 proposes the re-appointment of that firm as the company's external auditor until the conclusion of the next annual general meeting.

At a Sun International audit committee meeting held on 23 March 2017, the committee considered the independence of the external auditor PwC, in accordance with sections 90 and 94 of the Act. In assessing the independence of the external auditor, the audit committee satisfied itself that PwC:

- does not hold a financial interest (either directly or indirectly) in Sun International;
- does not hold a position, either directly or indirectly, that gives the right or responsibility to exert significant influence over the financial or accounting policies of Sun International;
- is not economically dependent on Sun International, having specific regard to the quantum of the audit fees paid by Sun International and its sub-holding companies to PwC during the financial year under review in relation to its total fee base;

- does not provide consulting or non-audit-related services to Sun International or its sub-holding companies which fall outside of the permitted or qualified non-audit-related services as specified in the policy for the use of the external auditor for non-audit-related services and which could compromise or impair the external auditors' independence (see audit committee report as set out on the company's website at www.suninternational.com/investors);
- including the individual registered auditor who undertakes the audit, does not have personal or business relationships of immediate family, close relatives, partners or retired partners, either directly or indirectly, with Sun International or its sub-holding companies.

Accordingly, the Sun International audit committee has satisfied itself that PwC is independent as contemplated by the South African independence laws and the applicable rules of the International Federation of Accountants (IFAC) and nominated the re-appointment of PwC as independent registered auditor to Sun International, to report on the financial year ending 31 December 2017 until the conclusion of the 2018 annual general meeting.

Furthermore, the Sun International audit committee has, in terms of paragraph 3.86 of the JSE Listings Requirements, considered and satisfied itself that PwC, the reporting accountant and individual auditor are accredited to appear on the JSE List of Accredited Auditors, in compliance with section 22 of the JSE Listings Requirements.

ORDINARY RESOLUTIONS NUMBERS 4.1 TO 4.5 – ELECTION OF AUDIT COMMITTEE MEMBERS

In terms of section 94(2) of the Act, the audit committee is a statutory committee elected by the shareholders at each annual general meeting. Part 5.3 of the King IV Report on Corporate Governance for South Africa 2016 (King IV) likewise requires the shareholders of a public company to elect the members of an audit committee at each annual general meeting. In accordance therewith the nomination committee should present shareholders with suitable candidates for election as audit committee members.

In terms of the Regulations published pursuant to the Act, at least one-third of the members of the company's audit committee at any particular time must have academic qualifications, or experience, in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management. As can be seen from the CVs of the proposed members set out in Annexure "B" hereto, they have experience in audit, accounting, economics, commerce and general industry, among others.

At a meeting of the nomination committee held on 22 March 2017, the committee satisfied itself that, among others, the independent non-executive directors offering themselves for election as members of the Sun International audit committee:

- are independent non-executive directors as contemplated in King IV and the JSE Listings Requirements;
- are suitably qualified and experienced for audit committee membership (see the report of the audit committee which is set out on the company's website at: www.suninternational.com/investors);
- have an understanding of integrated annual reporting (including financial reporting), internal financial controls, external and internal audit processes, risk management, sustainability issues and the governance processes (including information technology governance) within the company;
- collectively possess skills which are appropriate to the company's size and circumstances, as well as its industry;
- have an understanding of International Financial Reporting Standards, South African Statements of Generally Accepted Accounting Practice and other financial and sustainability reporting standards, regulations and guidelines applicable to the company; and
- adequately keep up to date with key developments affecting their required skills set.

For further details regarding the performance of the audit committee during the period under review, please refer to the report of the audit committee which is set out on the company's website at www.suninternational.com/investors

SPECIAL RESOLUTION NUMBER 1 – GENERAL AUTHORITY TO ACQUIRE (REPURCHASE) ORDINARY SHARES

The reason for and effect of this special resolution is to grant the company and its subsidiaries a general authority to facilitate the acquisition by the company and/or its subsidiaries of the company's ordinary shares, which general authority shall be valid until the earlier of the next annual general meeting of the company or the variation or revocation of such general authority by special resolution at any subsequent general meeting of the company, provided that this general authority shall not extend beyond 15 months from the date of the passing of this special resolution number 1.

Any decision by the directors, after considering the effect of an acquisition of up to 5% of the company's issued ordinary shares, to use the general authority to acquire shares of the company will be taken with regard to the prevailing market conditions and other factors and provided that, for the period of 12 months after such acquisition, the directors are of the opinion that:

- the company and the group will be able to pay their debts in the ordinary course of business;
- recognised and measured in accordance with the accounting policies used in the latest audited annual group financial statements which comply with the Act, the assets of the company and the group will exceed the liabilities of the company and the group;
- the share capital and reserves of the company and the group will be adequate for the purposes of the business of the company and the group; and
- the working capital of the company and the group will be adequate for the purposes of the business of the company and the group.

The JSE Listings Requirements require, in terms of paragraph 11.26, the following disclosures in relation to special resolution number 1, which appear on the company's website at www.suninternational.com/investors:

- Major shareholders – refer to the directors report which appears on the company's website at www.suninternational.com/investors
- Directors' interests in securities – refer to the directors' report which appears on the company's website at www.suninternational.com/investors
- Share capital of the company – refer to note 22 of the complete audited financial statements which are set out on the company's website at www.suninternational.com/investors

Directors' responsibility statement

The directors, whose names appear on Annexure "C" (page 44) of this annual statutory report collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statements false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this special resolution contains all information required by law and the JSE Listings Requirements.

Material changes

Other than the facts and developments reported on in terms hereof, there have been no material changes in the financial or trading position of the company and its subsidiaries since the date of signature of the audit report and up to the date of the notice of annual general meeting.

Statement of the board's intention

The directors have no specific intention, at present, for the company or its subsidiaries to acquire any of the company's ordinary shares, but consider that such a general authority in relation to the ordinary shares should be put in place should an opportunity present itself to do so during the year, which is in the best interests of the company and its shareholders.

The directors are of the opinion that it would be in the best interests of the company to extend such general authority and thereby allow the company or any of its subsidiaries to be in a position to acquire the shares issued by the company through the order book of the JSE, should the market conditions, tax dispensation and price justify such an action.

SPECIAL RESOLUTIONS NUMBERS 2 TO 6 – REMUNERATION OF NON-EXECUTIVE DIRECTORS FOR THEIR SERVICES AS DIRECTORS AND FOR PARTICIPATING IN STATUTORY AND BOARD COMMITTEES

In terms of section 66(8) – (9) of the Act, which took effect on 1 May 2011, remuneration may only be paid to directors, for their service as directors, in accordance with a special resolution approved by the shareholders and if not prohibited in terms of a company's memorandum of incorporation.

The reason for proposing special resolutions numbers 2, 3, 4 and 5 is to seek shareholder approval on the remuneration to be paid to non-executive directors, so as to ensure that such remuneration remains generally market related and accords with the increasing level of responsibility being placed on directors.

Sun International's remuneration committee is satisfied, having engaged external remuneration consultants to review the non-executive directors' remuneration, that overall the proposed remuneration (which remains unchanged from the fees approved by the shareholders at the annual general meeting which was held on 21 November 2016) is relative to the median remuneration paid to non-executive directors of other similar sized public listed companies in South Africa for their services as directors.

The reason for proposing special resolution number 6 is to set a fee over and above the remuneration ordinarily paid to the non-executive directors, for participating in special/unscheduled board meetings and *ad hoc* strategic planning sessions. This fee proposed likewise remains unchanged from the fee approved by shareholders at the previous annual general meeting held on 21 November 2016.

The proposed remuneration in special resolutions numbers 2,3,4,5 and 6 was accepted by the board (with the non-executive directors abstaining from voting) after a recommendation by the remuneration committee. Consequently, special resolutions numbers 2 to 6 are recommended by the company's board of directors for shareholder approval.

The remuneration of the non-executive directors for their services as directors, approved by the company's shareholders for the twelve months ending 30 June 2017 is contained on the following page.

Remuneration payable to non-executive directors for participating in statutory and board committees

	Annual retainer	Attendance fee per meeting
Remuneration as directors		
Sun International non-executive chairman	R853 100	R49 700
Sun International non-executive directors	R135 100	R28 500
Sun International Lead Independent Director	R327 100	R28 500
Audit committee fees		
Sun International audit committee chairman	R113 800	R32 000
Sun International audit committee member	R57 000	R16 000
Risk committee fees		
Sun International risk management committee chairman	R62 700	R34 200
Sun International risk management committee member	R31 300	R17 200
Remuneration committee fees		
Sun International remuneration committee chairman	R51 300	R31 300
Sun International remuneration committee member	R25 800	R15 700
Investment committee fees		
Sun International investment committee chairman	R47 200	R27 100
– teleconference fee per hour	–	R4 100
Sun International investment committee member	R23 600	R13 600
– teleconference fee per hour	–	R3 000
Social and ethics committee fees		
Sun International social and ethics committee chairman	R47 200	R27 100
Sun International social and ethics committee member	R23 600	R13 600
Nomination committee fees		
Sun International nomination committee chairman	R42 600	R21 400
Sun International nomination committee member	R21 500	R10 700

SPECIAL RESOLUTION NUMBER 7 – FINANCIAL ASSISTANCE TO EMPLOYEE SHARE SCHEME BENEFICIARIES AND RELATED OR INTER-RELATED COMPANIES AND CORPORATIONS

Notwithstanding the title of section 45 of the Act, being "Loans or other financial assistance to directors", on an interpretation thereof, the body of the section may also apply to financial assistance provided by a company to related or inter-related companies and corporations, including, among others, its subsidiaries, to a member of such related or inter-related corporation, and to a person related to any such company, corporation or member, for any purpose.

Furthermore, section 44 of the Act may also apply to the financial assistance so provided by a company to related or inter-related companies, a member of a related or inter-related company or corporation, or a person related to any such company, corporation or member, in the event that the financial assistance is provided for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company.

SPECIAL RESOLUTION NUMBER 7 – FINANCIAL ASSISTANCE TO EMPLOYEE SHARE SCHEME BENEFICIARIES AND RELATED OR INTER-RELATED COMPANIES AND CORPORATIONS continued

Both sections 44 and 45 of the Act provide, among others, that the particular financial assistance must be provided only pursuant to a special resolution of the shareholders, adopted within the previous two years, which approved such assistance either for the specific recipient, or generally for a category of potential recipients, and the specific recipient falls within that category and the board of directors must be satisfied that:

(a) immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test as contemplated in the Act; and

(b) the terms under which the financial assistance is proposed to be given are fair and reasonable to the company.

The company would like the ability to provide financial assistance, if necessary, in accordance with section 45 of the Act (provided that financial assistance may only be provided to Sun International directors and prescribed officers as beneficiaries participating in a Sun International group share incentive scheme as set out below). Furthermore, it may be necessary or desirous for the company to provide financial assistance to related or inter-related companies and corporations to subscribe for options or securities or purchase securities of the company or another company related or inter-related to it. Under the Act, the company will, however, require the special resolution referred to above to be adopted. In the circumstances and in order to, among others, ensure that the company's subsidiaries and other related and inter-related companies and corporations have access to financing and/or financial backing from the company (as opposed to banks), it is necessary to obtain the approval of shareholders, as set out in special resolution number 7.

Sections 44 and 45 contain exemptions in respect of employee share or other employee incentive schemes that satisfy the requirements of section 97 of the Act. To the extent that any Sun International group employee share plans or other employee incentive scheme do not constitute employee share schemes as defined in the Act, that satisfy such requirements, financial assistance (as contemplated in sections 44 and 45) to be provided under any such plans or schemes will, among others, also require approval by special resolution. Accordingly, special resolution number 7 authorises financial assistance to any of the company's directors or prescribed officers (or any person related to any of them or to any company or entity related or inter-related to them), or to any other person who is a participant in any of the Sun International group's share plans or other employee incentive schemes or the share scheme trust or other entity facilitating any such scheme, in order to facilitate their participation in any such plans or schemes that do not satisfy the requirements of section 97 of the Act.

SPECIAL RESOLUTION NUMBER 8 – ADOPTION OF A NEW MEMORANDUM OF INCORPORATION (MOI) OF SUN INTERNATIONAL

Special resolution number 8 is proposed to enable the company to adopt a new MOI that will be in line with the requirements of new JSE Listings Requirements and any applicable legislation. In addition to the new JSE Listings Requirements, developments in market practise require a number of changes to the existing MOI of the company.

Accordingly, it is considered more appropriate to adopt the proposed new MOI rather than to amend the existing MOI. The principal changes being proposed in the new MOI are summarised below. Other changes which are of a minor technical or clarifying nature have not been included in the summary below. The proposed new MOI will substitute the company's current MOI in its entirety.

The salient changes to the proposed new MOI are set out below:

- **Definitions**

  Article 1.1.12 has been included to accord with the amended paragraph 3.15 of the JSE Listings Requirements which provides that interim reports and provisional reports are no longer required to be distributed to shareholders of a listed company.

- **Issue of shares and variation of rights**

  Article 5.1.1: the authorised share capital of the company has been amended in this MOI to reflect the increase in the authorised share capital as approved by shareholders of the company on 9 June 2015 and accepted by CIPC on 7 August 2015 and to record that the authorised share capital is made up of ordinary shares of no par value each.

  Article 5.2: The authority of the board of directors of the company to reclassify any classified shares that have been authorised but not issued, to classify any classified shares that have been authorised but not issued, or to determine the preferences, rights, limitations or other terms of any class of shares, as set out in sections 36(2) and 36(3) of the Act, has been limited to the extent that any such action requires approval of the shareholders by way of a special resolution.

  Article 5.6: The pre-emptive rights of existing shareholders to subscribe for (in proportion to their existing shareholding) authorised but unissued shares in the share capital of the company have been limited. In this regard, the aforesaid pre-emptive rights shall not apply where the shares are issued –

  – in consideration for the acquisition of assets, for cash, as contemplated in, and in accordance with, the provisions of the JSE Listings Requirements; or

  – pursuant to an approved share based incentive scheme for executive directors or employees of the Sun International group, in accordance with the provisions of the JSE Listings Requirements.

- **Fractions of Shares and other Securities**

  Article 9 has been included to accord with the recent amendments made to the JSE Listings Requirements. Previously allocations of securities were rounded up or down based on the standard rounding convention (i.e. allocations of less than 0.5 are rounded down and allocations greater than 0.5 are rounded up). This resulted in the allocation of whole securities and no fractional entitlements. Shareholders with less than 0.5 entitlements would be disenfranchised by not receiving any entitlement and shareholders with more than 0.5 gained additional securities as their entitlements were increased. In terms of article 9, allocations of securities will be rounded down to the nearest whole number and holders thereof will receive a cash payment for the fraction which will be determined with reference to the method prescribed in the JSE Listings Requirements from time to time.

- **Debt Instruments**

  Article 15: The ability of the board to allot and/or issue any debt instruments convertible into ordinary shares or grant special privileges regarding the attendance and voting at general meetings and the appointment of directors or the substitution, allotment or redemption of debt instruments for shares in the company has been limited.

- **Distributions**

  Article 17: Given that Sun International has noted a significant increase in attempted cheque fraud relating to the payment of low value dividend cheques, payments of distributions will be made by EFT, unless a shareholder requests same to be paid by cheque. The aforesaid amendment is aimed at limiting/preventing the fraudulent dealing in low-value cheques. In this regard, any shareholder that holds shares in certificated form or who has not complied with the applicable requirements to effect payment electronically, will not be paid their dividends, but will have their dividends suppressed and retained by the company in its unclaimed dividend account, whereafter and subject to the remaining provisions of the MOI, it may be claimed by a shareholder upon written request to the company.

  Article 17.7: The right of the board to direct that any certificated shareholder’s dividend be paid to a charitable organisation nominated by the board, provided that such dividend amounts to, in the aggregate, R30.00 or less has been incorporated in the memorandum of incorporation.

- **General meetings of shareholders**

  Article 20.13: this article now clarifies that the chairman must be elected from one of the non-executive directors. This is in accordance with paragraphs 3.84 (c) and 4.10 of the JSE Listings Requirements.

  Article 20.19: Voting by show of hands has been expressly excluded from the MOI. Voting can now only take place on a poll.

  Article 20.24 has been amended to provide that if a shareholder wishes to participate in a general meeting by way of electronic communication, then the shareholder must notify the company thereof and the Company must receive such notice by not later than 48 hours prior to the date of the general meeting. If no notice is received, then access to the medium or means of electronic communication shall not be made available to the shareholder or its proxy for purposes of participating in that general meeting.

- **Proxies**

  Article 21: The deliberative authority of a proxy has been limited and, in this regard, a proxy does not have authority to decide without direction from the shareholder to exercise, or abstain from exercising any voting right of the shareholder unless such proxy has been provided to the chairman of a general meeting.

- **Notices and Electronic Communication**

  Article 22 has been included to clarify that the company is only obliged to deliver notices and documentations to the holders of its securities if it is required to do so in terms of the MOI, the Act, or the JSE Listings Requirements. This is to give the company maximum flexibility for purposes of circulating documents and notices to the shareholders.

- **Shareholders' Resolutions**

  Article 24 has been incorporated to:

  - accord with the amended paragraph 10(11)(c) read together with 10(11)(h) of Schedule 10 to the JSE Listings Requirements which now entitles a listed company to make certain shareholders' specified decisions by way of a written resolution in terms of section 60 of the Act rather than by way of resolution adopted at a general meeting of the shareholders; and
  - provide that notice of the proposed written resolutions and the results thereof must be released through SENS in accordance with the provisions of paragraphs 3.90 and 3.91 of the JSE Listings Requirements.

- **Directors**

  Article 25.7: Eligibility requirements for directors have been incorporated in the MOI and, in this regard, in order to become a director or prescribed officer of the Sun International group, a person must be, and remain, independent from any competitor of the company as determined by the board from time to time.

  Article 25.8: In terms of the JSE Listings Requirements, the board may fill a vacancy on the board on a temporary basis, provided such appointments are elected by the shareholders at the next annual general meeting of the company.

  Article 25.13 and 35.4: The provisions relating to the right to requisition a meeting of the board and its committees has been expanded to include that such right to requisition may be exercised by the chairman, the managing director or other directors of the board as well as the company secretary (as per the annual meeting calendar).

  Article 25.14: Provisions relating to the appointment of a chairman and lead independent director have been incorporated in the MOI. This article now clarifies that the chairman and the lead independent director must be non-executive directors. This is in accordance with paragraph 3.84(c) and 4.10 of the JSE Listings Requirements.

Article 25.17: The provisions relating to the retirement of directors by rotation have been incorporated in the memorandum of incorporation. In this regard, non-executive directors are obliged to retire at an annual general meeting, if –

- they have held office for a period of three years;
- they have reached the age of 70 years; and/or
- they have held office for an aggregate period of nine years since their first election or appointment.

Article 25.22: For purposes of the election or re-election of any directors, the nomination committee shall provide the shareholders with a recommendation in the notice of the general meeting or the explanatory notes as to which directors are eligible for election or re-election.

Article 25.29: The right of the board to authorise the payment of donations by the company to religious, charitable, public clubs, organisations or associations has been incorporated into the MOI, provided that donations to any political parties require the prior approval of the shareholders.

- **Borrowing Powers**

  Article 31: The borrowing powers of the board have been expanded to be as broad as possible.

- **Regulatory Approval**

  Article 37: A new provision has been incorporated in the MOI which provides that, in the event that an implementation of a sale of any equity requires any regulatory approval, then the aforesaid sale shall be subject to the fulfilment of a suspensive condition that the aforesaid regulatory approval is obtained within an agreed time period. The aforesaid amendment has been incorporated to ensure that no sale of equity is implemented unless, to the extent required, any regulatory approval is obtained by the parties to the sale transaction, including but not limited to, any approval required under the Competition Act, No. 89 of 1998 or the Takeover Regulation Panel.

- **Odd Lot Offers**

  Article 41 has been included in the MOI to provide a mechanism to facilitate the reduction in the number of registered shareholders holding in aggregate less than 100 shares (or such higher number as determined and/or agreed by the JSE as amounting to an odd lot) in the company, in an equitable manner.

  In addition, the article has been amended to clarify that odd lot offers can be approved either by shareholders at a general meeting or by way of a written resolution in terms of section 60 of the Act. This accords with paragraph 10(11)(c) read together with paragraph 10(11)(h) of the JSE Listings Requirements.

- **Passing of Resolutions**

  All ordinary resolutions will, in terms of the Act, require the support of more than 50% of the voting rights of shareholders exercised thereon, to be approved.

  In order for special resolution number 1 to be approved, the support of at least 75% of the votes cast by all equity securities holders present or represented by proxy at the annual general meeting convened to approve such resolution, is required in terms of the JSE Listings Requirements. The remaining special resolutions will, in terms of the Act, require the support of at least 75% of the total voting rights exercised thereon at the meeting, to be approved.

ANNEXURE "B"

Director standing for election

Name	N (Norman) Basthdaw
Joined Sun International Board	2017
Positions	Chief Financial Officer
Qualifications and experience	B Compt (Hons) (UNISA), CTA, CA (SA), M Com (UJ), Higher Diploma in Company Law (WITS) Norman's prior experience includes senior corporate finance and finance positions at, among others, ABSA Bank Limited, Gensec Bank Limited, a subsidiary of Sanlam, Genbel Securities Limited and Allied Electronics Corporation Limited. He has also been instrumental in Sun International's expansion into Latin America.

Directors standing for re-election

Name	EAMMG (Enrique) Cibie
Joined Sun International Board	2014
Positions	Non-executive director of Sun International
Qualifications and experience	BA, CA (Pontificia Universidad Catolica de Chile), MBA (Stanford University) Enrique was appointed to the board with effect from 22 August 2014. Enrique is a Chilean national and currently serves as a non-executive director on various boards in Chile, having previously served as the Chief Executive of various multi-national and Chilean companies. Enrique is also a director of the Sun Dreams S.A. board in Chile.
Name	**Dr NN (Lulu) Gwagwa**
Joined Sun International Board	2005
Positions	Non-executive director of Sun International; Member of the risk committee.
Qualifications and experience	BA, MTRP, MSc, PhD (London) Lulu was appointed to the board in 2005. She served as a deputy director general in the National Department of Public Works and served a five-year term as chief executive officer of the Independent Development Trust. Her other current directorships include, among others, FirstRand, Massmart, Tsebo Outsourcing and Lereko Investments, the latter of which she is presently chief executive officer. Lulu was previously on the board of ACSA.

ANNEXURE "B" continued

Name	MV (Valli) Moosa
Joined Sun International Board	2005
Positions	Chairman of the board of Sun International; Chairman of the nomination committee; Member of the remuneration committee; Member of the investment committee; Member of the social and ethics committee.
Qualifications and experience	BSc (Mathematics, Physics) Valli was appointed to the board in 2005 and as board Chairman on 1 July 2009. He served as Minister of Constitutional Development from 1996 to 1999 and as Minister of Environmental Affairs and Tourism from 1999 to 2004. Valli previously served as Chairman of the United Nations Commission on Sustainable Development, Chairman of Eskom Holdings, as a national executive committee member of the African National Congress and as president of the International Union for the Conservation of Nature. He currently holds directorships, among others, in Anglo Platinum (non-executive Chairman), Imperial Holdings, Sanlam and Sappi. He is also the Chairman of the environmental organisation WWF (SA).
Name	**GR (Graham) Rosenthal**
Joined Sun International Board	2002
Positions	Chairman of the audit committee; Member of the risk committee; Member of the social and ethics committee.
Qualifications and experience	CA (SA) Graham was appointed to the board in 2002. Graham was previously a non-executive director of two listed companies, including Investec Property Fund Limited, and chaired their audit committees as well as served on the credit committees and as a trustee of staff share schemes at Investec Bank. He retired in 2000 from Arthur Andersen after being in charge of their South African audit and business advisory practice. He served as Chairman of the Investigations Committee of the South African Institute of Chartered Accountants.

Audit committee members standing for election

Name	PDS (Peter) Bacon
Joined Sun International Board	1994
Positions	Chairman of the risk committee; Member of the audit committee.
Qualifications and experience	FIH Peter is a Fellow of the institute of Hospitality with over 40 years' experience in the hotel, resort and gaming industry. He joined the group in 1973 and occupied a number of executive positions in South Africa and overseas before becoming Managing Director of Sun International in 1994 and then Group Chief Executive in 2003. He retired in 2006 and rejoined the board in February 2013. Peter is also a director of Woolworths Holdings and is Chairman of Atlantic Leaf Properties. He was Chairman of the National Sea Rescue Institute up until August 2014 and also served as a director of South African Tourism and as Chairman of the Tourism Grading Council of South Africa. Peter is also a non-executive independent director of PSG Wealth (Mauritius).
Name	**PL (Leon) Campher**
Joined Sun International Board	2002
Positions	Chairman of the investment committee; Member of the audit committee; Nomination committee: Remuneration committee: Social and ethics committees.
Qualifications and experience	BEcon Leon was appointed to the board in 2002. Leon has extensive experience in investment management with Old Mutual, Syfrets Managed Assets, Coronation and African Harvest. He is the CEO of the Savings and Investment Association of South Africa, director of the International Investment Funds Association, a director of STRATE Limited, Brimstone Investment Corp Limited and Safex Clearing Company (Pty) Limited (this is now JSE Clear), Chairman of Equities Property Fund Limited.

ANNEXURE "B" continued

Name	ZBM (Zarina) Bassa
Joined Sun International Board	2010
Positions	Member of the audit committee; Investment committee; Remuneration committee.
Qualifications and experience	BAcc, Dip Acc, CA (SA) Zarina was appointed to the board in 2010. Zarina is the executive Chairperson of Songhai Capital. She also serves as a non-executive director of Kumba Iron Ore Limited, Vodacom South Africa, Woolworths Holdings Limited, Investec Limited and Investec Plc, the Financial Services Board and Senwes. She is also the chairperson of Yebo Yethu Limited. Zarina has previously been an executive director of Absa Bank. She has also previously chaired the Public Accountants' and Auditors' Board and the Auditing Standards Board and has been a member of the Accounting Standards Board, the JSE's GAAP Monitoring Panel, the board of the SA Institute of Chartered Accountants' and Vice President of ABASA. Zarina was named Top Women in Business and Government in 2007 and Top Business Personality in Financial Services: Banking in 2008.
Name	**GR (Graham) Rosenthal**
Joined Sun International Board	2002
Positions	Chairman of the audit committee; Member of the risk committee; Member of the social and ethics committee.
Qualifications and experience	CA (SA)
	Graham was appointed to the board in 2002. Graham was previously a non-executive director of two listed companies, including Investec Property Fund Limited, and chaired their audit committees as well as served on the credit committees and as a trustee of staff share schemes at Investec Bank. He retired in 2000 from Arthur Andersen after being in charge of their South African audit and business advisory practice. He served as Chairman of the Investigations Committee of the South African Institute of Chartered Accountants.

Name	CM (Caroline) Henry
Joined Sun International Board	2016
Positions	Non-executive director of Sun International
Qualifications and experience	CA (SA)
	Caroline was appointed on-executive director of the board with effect from 3 October 2016. Caroline has over 20 years of experience in the finance sector. Since 2005, she headed Eskom's treasury function gaining invaluable experience in debt capital markets and treasury. In 2013 she served as acting chief financial officer taking responsibility for financial reporting, treasury, shared services, insurance, and oversight of the Eskom pension and provident fund. Caroline contributed in various capacities (member & executive) to Eskom's Investment and Finance committee, the New Build Oversight Committee, Audit and Risk Committee, the Executive Committee, Nuclear Management Committee and the Eskom Pension & Provident Fund (EPPF) Investment Committee.

ANNEXURE "C"

SUN INTERNATIONAL BOARD OF DIRECTORS

Mr MV Moosa	Non-executive chairman
Mr AM Leeming	Chief Executive
Mr IN Matthews	Lead independent director
Mr PDS Bacon	Independent non-executive director
Ms ZBM Bassa	Independent non-executive director
Mr N Basthdaw	Chief Financial Officer
Mr PL Campher	Independent non-executive director
Mr EAMMG Cibie	Independent non-executive director
Dr NN Gwagwa	Non-executive director
Ms CM Henry	Independent non-executive director
Ms BLM Makgabo-Fiskerstrand	Independent non-executive director
Mr DR Mokhobo	Executive director
Mr GR Rosenthal	Independent non-executive director

SUN INTERNATIONAL PRESCRIBED OFFICERS

Mr R Collins	Chief Strategy and Operations Officer
Mr Z Miller	Chief Information Officer
Mr S Montgomery	Director: Development
Mr T Mosololi	Chief Operating Officer (SA)
Ms C Nyathi	Director: Group Internal Audit
Mr A Johnston	Director: Corporate Services and Group Company Secretary
Ms V Robson	Director: Group Human Resources
Mr J Wilhelm	Chief Executive (LATAM)
Mr C Tessada	Chief Financial Officer (LATAM)

PROXY FORM

SUN INTERNATIONAL LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1967/007528/06) (Share code: SUI: ZAE000097580)
('Sun International' or 'the company')

PROXY FORM FOR THE 33rd ANNUAL GENERAL MEETING TO BE HELD AT THE MASLOW HOTEL, CORNER OF GRAYSTON DRIVE AND RIVONIA ROAD, SANDTON, JOHANNESBURG ON WEDNESDAY, 14 JUNE 2017 AT 09:00 – FOR USE BY CERTIFICATED ORDINARY SHAREHOLDERS AND DEMATERIALISED ORDINARY SHAREHOLDERS WITH 'OWN NAME' REGISTRATION ONLY

Holders of dematerialised ordinary shares other than 'own name' registration must inform their CSDP or broker of their intention to attend the annual general meeting and request their CSDP or broker to issue them with the necessary authorisation to attend the annual general meeting in person or provide their CSDP or broker with their voting instructions should they not wish to attend the annual general meeting in person but wish to be represented thereat.

I/We (please print)

of (address)

Telephone: Cellphone: Email:

1. or failing him/her,

2. or failing him/her,

the chairman of the annual general meeting as my/our proxy to act for me/us and on my/our behalf at the 33rd annual general meeting of the company which will be held on Wednesday, 14 June 2017 at 09:00 and at any adjournment thereof, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment 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, in accordance with the following instructions:

		Number of ordinary shares		
		For	Against	Abstain
2.	Ordinary resolution number 1: Election of director:			
	Mr N Basthdaw			
3.	Ordinary resolutions numbers 2.1 to 2.4: Re-election of directors:			
	2.1: Mr EAMMG Cibie			
	2.2: Dr NN Gwagwa			
	2.3: Mr MV Moosa			
	2.4: Mr GR Rosenthal			
4.	Ordinary resolution number 3: Re-appointment of external auditor			
5.	Ordinary resolutions numbers 4.1 to 4.5: Election of audit committee members:			
	4.1: Mr PD Bacon			
	4.2: Ms ZBM Bassa			
	4.3: Mr PL Campher			
	4.4: Ms CM Henry			
	4.5: Mr GR Rosenthal			
6.	Special resolution number 1: General authority to repurchase shares			
7.	Special resolution number 2: Remuneration of non-executive chairman			
8.	Special resolution number 3: Remuneration of lead independent director			
9.	Special resolution number 4: Remuneration of non-executive directors			
10.	Special resolution number 5: Remuneration of non-executive directors participating in statutory and board committees			
11.	Special resolution number 6: Remuneration payable to non-executive directors for participating in special/unscheduled board meetings and *ad hoc* strategic planning sessions			
12.	Special resolution number 7: Financial assistance to employee share scheme beneficiaries and related or inter-related companies and corporations			
13.	Special resolution number 8: Adoption of a new Memorandum of Incorporation			

Please indicate with an 'X' in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy will be entitled to vote or abstain as he/she deems fit.

Signed at on 2017

Signature

Assisted by me (where applicable)

NOTES TO PROXY FORM AND SUMMARY OF APPLICABLE RIGHTS ESTABLISHED BY SECTION 58 OF THE COMPANIES ACT, 2008 ("COMPANIES ACT")

1. An ordinary shareholder holding dematerialised shares by 'own name' registration, or who holds shares that are not dematerialised, is entitled to 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 the shareholder. Such ordinary shareholder may insert the name of a proxy or the names of two alternative proxies of the ordinary shareholder's choice in the space provided, with or without deleting 'the chairman of the annual general meeting', provided that any such deletion must be signed in full by the shareholder. The person whose name stands first on the proxy form and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow. Should a proxy not be specified, this will be exercised by the chairman of the annual general meeting. A proxy need not be a shareholder of the company.

2. All resolutions put to the vote shall be decided by way of a poll. An ordinary shareholder is entitled on a poll, to 1 (one) vote per ordinary share held. An ordinary shareholder's instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the ordinary shareholder in the appropriate box(es). An 'X' in the appropriate box indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above will result in the proxy not being authorised to vote or to abstain from voting at the annual general meeting in respect of the shareholder's votes, except in the case where the chairman of the annual general meeting is the proxy. An ordinary shareholder or his/her proxy is not obliged to use all the votes exercisable by the ordinary shareholder, or to cast all those votes exercised in the same way, 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 ordinary shareholder.

3. A proxy appointment must be in writing, dated and signed by the relevant shareholder.

4. Any alteration or correction made to this proxy form must be signed in full and not initialled by the signatory.

5. Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to this form, unless previously recorded by the company or waived by the chairman of the annual general meeting.

6. A minor must be assisted by his/her parent/guardian and the relevant documentary evidence establishing his/her legal capacity must be attached to this proxy form unless previously recorded by the company or waived by the chairman of the annual general meeting.

7. When there are joint holders of shares, any one holder may sign the proxy form.

8. The chairman of the annual general meeting may reject or accept any proxy form which is completed and/or received other than in compliance with these notes.

9. A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person other than the chairman of the annual general meeting.

10. The appointment of a proxy or proxies:
    a. is suspended at any time to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;
    b. is revocable in which case the 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 company.

11. Should the instrument appointing a proxy or proxies have been delivered to the company, as long as the appointment remains in effect, any notice that is required by the Companies Act or the company's memorandum of incorporation to be delivered by such company to the shareholder, must be delivered by such company to:
    a. the shareholder; or
    b. the proxy or proxies, if the shareholder has directed the company to do so in writing and has paid any reasonable fee charged by the company for doing so.

12. The proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Companies Act.

13. It is requested that this proxy form should be completed and returned to the company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107), so as to reach them by not later than Monday, 12 June 2017 at 09:00. Should this form of proxy not be returned to the transfer secretaries by the aforesaid date and time, it may be handed to the chairman of the annual general meeting before that meeting is due to commence.

ADDITIONAL PROXY FORMS ARE AVAILABLE FROM THE TRANSFER SECRETARIES ON REQUEST.