

Proxy form

Sirius Real Estate Limited (the "Company")



I/We.....

(BLOCK LETTERS PLEASE)

of (address).....

being (a) member(s) of the above named Company, hereby appoint the Chairman of the Annual General Meeting or (see notes (iv) and (v))

(name)	*
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as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at 33 St James' Square, London, on 21 September 2018 at 9.30am UK time (10.30am SAST) (the "Annual General Meeting") and at any adjournment thereof. To allow effective constitution of the Annual General Meeting, if it is apparent to the Chairman that no shareholders will be present other than by proxy, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman. A proxy need not be a member of the Company.

I/We direct my/our proxy to vote as follows:

Ordinary resolutions

THAT:

	For	Against	Withheld
1. The reports of the Directors and the audited accounts of the Company for the year ended 31 March 2018 together with the report of the Auditors on those audited accounts be received.	☐	☐	☐
2. Jill May be elected as a Director of the Company.	☐	☐	☐
3. Andrew Coombs be re-elected as a Director of the Company.	☐	☐	☐
4. Wessel Hamman be re-elected as a Director of the Company.	☐	☐	☐
5. Alistair Marks be re-elected as a Director of the Company.	☐	☐	☐
6. James Peggie be re-elected as a Director of the Company.	☐	☐	☐
7. Justin Atkinson be re-elected as a Director of the Company.	☐	☐	☐
8. Ernst & Young LLP be appointed as the auditors of the Company.	☐	☐	☐
9. The Audit Committee be authorised to fix the auditors' remuneration.	☐	☐	☐
10. The final dividend declared for the year ended 31 March 2018 be formally ratified and approved.	☐	☐	☐
11. The Company's remuneration policy be approved (a non-binding endorsement).	☐	☐	☐
12. The implementation report on the Company's remuneration policy be approved (a non-binding endorsement).	☐	☐	☐
13. Authorisation be given for a scrip dividend scheme for the financial year ended 31 March 2019.	☐	☐	☐
14. The Directors be authorised generally and unconditionally to allot equity securities.	☐	☐	☐

Special resolutions

15. That the Directors be authorised to issue or sell from treasury (i) shares equal to up to 5% of issued share capital as if pre-emption rights did not apply; and (ii) up to an additional 5% of issued share capital as if pre-emption rights did not apply solely for acquisitions or other capital investments.	☐	☐	☐
16. That the Company be authorised to purchase its own ordinary shares.	☐	☐	☐

Signed this..... day of..... 2018

Signature.....

Please mark this box if you are appointing more than one proxy ☐ (see note (v))

Notes

- (i) A member of the Company entitled to attend and vote at the Annual General Meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. Appointment of a proxy will not preclude a member from attending and voting in person at the Annual General Meeting.
- (ii) Please indicate with an "X" in the appropriate box how you wish the proxy to vote.
- (iii) The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
 - a. on the resolutions referred to in this form of proxy if no instruction is given in respect of the resolution; and
 - b. on any business or resolution considered at the Annual General Meeting other than the resolutions referred to in this form of proxy.
- (iv) If you wish to appoint a proxy other than the Chairman of the Annual General Meeting, cross out the words "the Chairman of the Annual General Meeting or" and write the full name and address of the person or persons you wish to appoint as your proxy in the space provided. The change should be initialled. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box marked "*" next to the name of the proxy you are appointing the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- (v) To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrars Link Asset Services on 0871 664 0300 (calls cost 12p per minute plus your phone company's access charge) or from overseas on +44 (0) 371 664 0300 (calls outside the United Kingdom will be charged at the applicable international rate), or you may photocopy this form. Please indicate in the box marked "*" next to the name of the proxy you are appointing the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the separate box provided above if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- (vi) The "Abstain" option is provided to enable you to direct your proxy to abstain on any particular resolution. It should, however, be noted that an abstention is not a vote in law. If your proxy abstains on any particular resolution, it will not be counted in the calculation of the proportion of votes for or against the relevant resolution.
- (vii) In the case of shareholders who trade their shares on the Main Market of the London Stock Exchange plc and are registered on the United Kingdom part of the register of shareholders, to be valid the original of this form of proxy and the original of any power of attorney or of the authority under which it is executed (or a notarial certified or office copy of such document) must be lodged with Link Asset Services (the trading name of Link Market Services Limited) at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 9.30am (UK time) (10.30am SAST) on 19 September 2018. Completing and returning this form of proxy will not prevent you from attending the Annual General Meeting and voting in person if you so wish.
- (viii) In the case of certificated shareholders and own-name registered dematerialised shareholders who trade their shares on the Main Board of the Johannesburg Stock Exchange and are registered on the South African part of the register of shareholders, to be valid the signed form of proxy must be lodged with the Company's South African Transfer Secretaries, Computershare Investor Services Proprietary Limited (registration number: 2004/003647/07) at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa (PO Box 6105, Marshalltown, 2107) (or by email to Proxy@Computershare.co.za), to be received by them by no later than 9.30am (UK time) (10.30am SAST) on 19 September 2018. Completing and returning this form of proxy will not prevent you from attending the Annual General Meeting and voting in person if you so wish.
- (ix) A form of proxy executed by a corporation must be either under its common seal or signed by an officer or attorney duly authorised by that corporation.
- (x) In the case of joint holdings, the signature of the first named member on the Register of Members will be accepted to the exclusion of the votes of the other joint holders.
- (xi) Dematerialised shareholders on the South African sub-register, other than own-name registered dematerialised shareholders, who wish to attend the Annual General Meeting in person will need to request their Central Securities Depository Participant ("CSDP") or broker to provide them with the necessary letter of representation in terms of the custody agreement entered into between such shareholder and their CSDP or broker. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who are unable to attend the Annual General Meeting and who wish to be represented thereat must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between such shareholder and their CSDP or broker in the manner and time stipulated therein.