



Capital Limited
(the "Company")

**Annual General Meeting 2021
Proxy Form**

Before completing this form, please read the explanatory notes.

I /We being a member of the Company appoint the Chairman of the meeting or (see note 3)

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as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday 28 April 2021 at 10:00 am GMT and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
ORDINARY RESOLUTIONS			
1. To receive and adopt the Directors' Report and Accounts for the year ended 31 December 2020			
2. To receive and approve the Directors' Remuneration Report for the year ended 31 December 2020			
3. To re-elect as Director Alexander Davidson			
4. To re-elect as Director David Abery			
5. To re-elect as Director Michael Rawlinson			
6. To re-elect as Director Jamie Boyton			
7. To re-elect as Director Brian Rudd			
8. To re-appoint BDO LLP as the Company's auditor			
9. To authorise the Directors to agree the auditor's remuneration			
10. THAT the Directors be generally and unconditionally authorised to allot and issue Equity Securities up to an aggregate nominal amount of US\$6,335.16			
SPECIAL RESOLUTIONS			
11. THAT the Directors be generally empowered to allot and issue Equity Securities for cash up to an aggregate nominal amount of US\$950.27			
12. THAT the Company be generally and unconditionally authorised to make market purchases of Common Shares up to a maximum aggregate number of 19,005,484			

Signature	Date

Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact André Koekemoer either by telephone on +230 52556653 or by email at andre.koekemoer@capdrill.com.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
 - i. completed and signed;
 - ii. sent or delivered to André Koekemoer at Capital Limited, The CORE, 9th Floor, Ébène CyberCity Mauritius; and,
 - iii. received by no later than 48 hours before the time appointed for holding the Meeting.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. As an alternative to completing this hard copy proxy form, you can appoint a proxy electronically by emailing a completed and signed copy of your proxy form to andre.koekemoer@capdrill.com. For an electronic proxy appointment to be valid, your appointment must be received by no later than 48 hours before the time appointed for holding the Meeting.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
13. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

For a proxy form to be effective, it must be lodged and received no later than 10am (UK time) on 26 April 2021.

**Either by Mail: Capital Limited, The CORE, 9th Floor, Ébène CyberCity, Mauritius
or by email to andre.koekemoer@capdrill.com**