



## FORM OF PROXY

Where appropriate and applicable, terms defined in this Circular to which this Form of Proxy is attached and forms part of shall bear the same meanings in this Form of Proxy.

### FOR USE BY CERTIFICATED SHAREHOLDERS AT THE GENERAL MEETING OF BIDVEST NAMIBIA TO BE HELD AT BIDVEST NAMIBIA, 1 BALLOT STREET, WINDHOEK, NAMIBIA AT 12:00 ON 17 MAY 2019 OR AT ANY POSTPONEMENT OR ADJOURNMENT THEREOF

A shareholder who is entitled to attend but not vote or entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to attend, speak and/or vote in his/her stead. A proxy need not be a shareholder of Bidvest Namibia.

I / We (Full names in block letters) \_\_\_\_\_

of (address) \_\_\_\_\_

Telephone number \_\_\_\_\_ Mobile number \_\_\_\_\_

Email \_\_\_\_\_

being the holders of  shares in Bidvest Namibia appoints

1. \_\_\_\_\_ or failing him/her,

2. \_\_\_\_\_ or failing him/her,

3. the chairperson of the General Meeting, as my/our proxy to act for me/us on my/our behalf at the General Meeting to be held at Bidvest Namibia, 1 Ballot Street, Windhoek, Namibia on 17 May 2019 at 12:00 and at any adjournment thereof, and [attend but not vote] [attend and vote or to abstain from voting] on my/our behalf on the resolutions to be proposed at the General Meeting, as follows:

	Number of votes		
	For	Against	Abstain
Delisting Resolution			

\* Please indicate with an "X" how you wish your votes to be cast. Unless otherwise directed, the proxy will vote or abstain as he thinks fit in respect of your entire holding.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of shareholder \_\_\_\_\_

Assisted by (where applicable) \_\_\_\_\_

Please read the notes on the reverse side hereof.

**Notes:**

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space(s) provided with or without deleting "the chairman of the General Meeting", but the shareholder must initial any such deletion. The person whose name stands first on the Form of Proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder must, where indicated by square brackets above, indicate whether his proxy will be entitled to attend but not vote at the General Meeting or entitled to attend and vote or abstain at the General Meeting.
3. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise and direct the chairman of the General Meeting, if the chairman is the authorised proxy, to vote in favour of the resolutions, or in the event of any other authorised proxy, to vote or abstain from voting at the General Meeting as he/she deems fit, in respect of all the shareholder's votes exercisable at the General Meeting.
4. Completed Forms of Proxy and the authority (if any) under which they are signed must be lodged with or posted to the Transfer Secretaries, to be received by no later than 48 hours before the General Meeting that is to be held at 12:00 on 17 May 2019.
5. The completion and lodging of this Form of Proxy will not preclude the relevant Shareholder from attending the 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. In addition to the foregoing, a shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy, and to the Transfer Secretaries. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as at the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument is delivered in the required manner.
6. The chairman of the General Meeting may accept or reject any Form of Proxy not completed and/or received in accordance with these notes or in accordance with the Memorandum and Articles of Association of Bidvest Namibia.
7. Any alteration or correction made to this Form of Proxy must be initialled by the signatory(/ies).
8. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this Form of Proxy, unless previously recorded by Bidvest Namibia or the Transfer Secretaries.
9. Where this Form of Proxy is signed under power of attorney, such power of attorney must accompany this Form of Proxy, unless it has been registered earlier by Bidvest Namibia or the Transfer Secretaries or waived by the chairman of the General Meeting.
10. Where shares are held jointly, all joint holders are required to sign this Form of Proxy.
11. A shareholder who is a minor, must be assisted by his/her parent/ guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered earlier by Bidvest Namibia or the Transfer Secretaries.
12. This Form of Proxy shall be valid at any resumption of an adjourned meeting to which it relates although this Form of Proxy shall not be used at the resumption of an adjourned meeting if it could not have been used at the General Meeting from which it was adjourned for any reason other than that it was not lodged timeously for the meeting from which the adjournment took place. This Form of Proxy shall in addition to the authority conferred by the Companies Act, except insofar as it provides otherwise, be deemed to confer the power generally to act at the General Meeting in question, subject to any specific direction contained in this Form of Proxy as to the manner of voting.
13. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Share in respect of which the proxy is given, provided that no notification in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Transfer Secretaries before the commencement of the meeting or adjourned meeting at which the proxy is used.
14. Any proxy appointed pursuant to this Form of Proxy may not delegate her or his authority to act on behalf of the relevant shareholder.
15. An appointment of a proxy pursuant to this Form of Proxy remains valid only until the end of the General Meeting or until the end of any adjournment of the General Meeting.
16. This form must be approved and accepted by the directors of Bidvest Namibia. They may furthermore require such additional documentary evidence as they may determine in order to establish the validity and/or authenticity of the proxy, including the authority of the person appointing the proxy.