

# Annexure C

## Form of proxy

**Important!** Please download this PDF and open in **Adobe Acrobat Reader** in order to complete and submit this electronic form.

### LIBSTAR HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)  
(Registration number: 2014/032444/06)  
("Company")

### ANNUAL GENERAL MEETING

**Wednesday, 10 June 2020 at 10:00** entirely through electronic communication.

A Shareholder entitled to attend the AGM and vote thereat is entitled to appoint a proxy or proxies to attend the AGM and speak and vote in his/her stead. A proxy need not be a member of the Company.

I/We,

being a Shareholder of Libstar Holdings Limited do hereby appoint \_\_\_\_\_ or,

failing him/her \_\_\_\_\_

or, failing him/her, the chairman of the AGM, as my/our proxy to vote or abstain from voting on my/our behalf at the AGM of the Company to be held through electronic communication on **Wednesday, 10 June 2020 at 10:00** and at any adjournment thereof, in respect of the resolutions below (with our without modifications thereto) as follows:

Ordinary Resolutions	Number of voting rights (shares)		
	In favour	Against	Abstain
1. Election of Mr C de Villiers as director			
2.1 Re-election of Ms W Luhabe as independent non-executive director			
2.2 Re-election of Mr JP Landman as independent non-executive director			
3.1 Election of Ms S Masinga as audit and risk committee member			
3.2 Election of Mr S Khanna as audit and risk committee member			
3.3 Election of Mr JP Landman as audit and risk committee member			
4. Appointment of Moore Cape Town Incorporated as independent external auditor			
5. Endorsement of remuneration policy			
6. Endorsement of remuneration implementation report			
7. General authority to issue shares for cash			
8. General signatory authority			
<b>Special Resolutions</b>			
1. Approval of the remuneration of directors			
1.1 Chairman of the board of directors			
1.2 Independent non-executive director			
1.3 Chairman of the audit and risk committee			
1.4 Member of the audit and risk committee			
1.5 Chairman of the remuneration committee			
1.6 Member of the remuneration committee			
1.7 Chairman of the social & ethics committee			
1.8 Member of the social & ethics committee			
1.9 Chairman of the nomination committee			
1.10 Member of the nomination committee			
1.11 Chairman of the investment and strategy committee			
1.12 Member of the investment and strategy committee			
2. General authority to provide financial assistance			
3. General authority to repurchase shares			

(Indicate instructions to proxy by way of a cross in the spaces provided above, failing which the proxy may vote as he/she thinks fit.)

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2020

Signature \_\_\_\_\_

Each holder entitled to attend and vote at the meeting is entitled to appoint one or more individuals as proxy/ies to attend, participate in, speak and vote or abstain from voting in his/her/its stead.

A proxy need not be a person entitled to vote at the meeting. My/our proxy may (subject to any restriction set out herein)/may not delegate the proxies authority to act on behalf of me/us to another person (delete as appropriate).

This Form of Proxy will lapse and cease to be of force and effect immediately after the AGM of the Company or any adjournment(s) thereof, unless it is revoked earlier.

# Notes to the form of proxy

## LIBSTAR HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2014/032444/06)

("Company")

1. Shareholders are advised that the Company has appointed The Meeting Specialists (Pty) Ltd ("TMS") as its proxy receiving agent.
2. Proxy appointment must be in writing, dated and signed by the Shareholder.
3. Forms of Proxy must be presented via email to TMS at [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) to be received on or before **10:00 on Tuesday, 9 June 2020**.
4. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the holder's choice in the space provided, with or without deleting "the chairman of the meeting". Any such deletion must be initialed by the Shareholder.
5. A Shareholder's instruction to the proxy must be indicated by the insertion of the relevant percentage of voting rights exercisable by that holder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the meeting, as he deems fit, in respect of all the Shareholder's voting rights exercisable thereat, but where the proxy is the chairman, failure to comply will be deemed to authorise the proxy to vote in favour of the resolution.
6. A Shareholder or his proxy is not obliged to use all the voting rights exercisable by the Shareholder or by his proxy, but the total of the voting rights cast and in respect whereof abstention is recorded may not exceed the total of the voting rights exercisable by the Shareholder or by his proxy.
7. A Shareholder's authorisation to the proxy, including the chairman of the meeting, to vote on his or her behalf, shall be deemed to include the authority to vote on procedural matters at the meeting.
8. The completion and lodging of this Form of Proxy will not preclude the relevant Shareholder from attending the meeting and speaking and voting in person thereat and the exclusion of any proxy appointed in terms hereof should such Shareholder wish to do so.
9. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this form. Without limiting the generality hereof, the Company will accept a valid identity document, a valid driver's licence or a valid passport as satisfactory identification.
10. Any alteration to this form must be initialed by the signatory(ies).
11. A Shareholder may revoke the proxy appointment by: (i) cancelling it in writing with a copy to the company secretary, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) to be received before the replacement proxy exercises any rights of the Shareholder, or any adjournment(s) thereof.
12. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's/proxies' authority to act on behalf of the Shareholder as of the later of: (i) the date stated in the revocation instrument, if any; or (ii) the date on which the revocation instrument was delivered as required in paragraph 11.

**In compliance with the provisions of Section 58(8)(b)(i) of the Act, a summary of the rights of a Shareholder to be represented, as set out in Section 58 of the Act, is set out immediately below:**

1. A Shareholder entitled to attend and vote at the AGM may appoint any individual (or two or more individuals) as a representative/proxy or as representatives/proxies to attend, participate in and vote at the AGM. A representative/proxy need not be a Shareholder of the Company.
2. A letter of representation or proxy appointment must be in writing, dated and signed by the Shareholder appointing a representative/proxy, and, subject to the rights of a Shareholder to revoke such appointment (as set out below), remains valid only until the end of the AGM.
3. A representative/proxy may delegate the proxy's authority to act on behalf of a Shareholder to another person, subject to any restrictions set out in the instrument appointing the representative/proxy.
4. The appointment of a representative/proxy is suspended at any time and to the extent that the Shareholder who appointed such representative/proxy chooses to act directly and in person in the exercise of any rights as a Shareholder.
5. The appointment of a representative/proxy is revocable by the Shareholder in question cancelling it in writing or making a later inconsistent appointment of a representative/proxy, and delivering a copy of the revocation instrument to the representative/proxy and to the Company. The revocation of a representative/proxy appointment constitutes a complete and final cancellation of the representative/proxy's authority to act on behalf of the Shareholder as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.
6. If the instrument appointing the representative/proxy or representatives/proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Act or the Company's Memorandum of Incorporation to be delivered by the Company to the Shareholder, must be delivered by the Company to (a) the Shareholder, or (b) the representative/s, proxy or proxies, if the Shareholder has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.