

# FORM OF PROXY

# Annexure A

## LIBSTAR HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2014/032444/06)

("Company")

## ANNUAL GENERAL MEETING

**Monday, 20 May 2019 at 10h00** at The Club Room, Inanda Club, Forrest Road and 6th Avenue, Inanda, Sandton, 2196 and via electronic communication.

**Proxy form** – for use only by certificated Shareholders and own name dematerialised Shareholders at the annual general meeting of Shareholders of the Company to be held at **10h00** at The Club Room, Inanda Club, Forrest Road and 6th Avenue, Inanda, Sandton, 2196 and via electronic communication on **Monday, 20 May 2019 ("AGM")**.

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, on a poll, to vote in his/her stead. A proxy need not be a member of the Company.

I/We, \_\_\_\_\_ of \_\_\_\_\_

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 at **10h00** at The Club Room, Inanda Club, Forrest Road and 6th Avenue, Inanda, Sandton, 2196 and via electronic communication on **Monday, 20 May 2019** and at any adjournment thereof, in respect of the resolutions below (with our without modifications thereto) as follows:

Proposed Resolutions	In favour	Against	Abstain
<b>Ordinary Resolution Number 1</b> Re-election of Wahid Suleiman Hamid as a director			
<b>Ordinary Resolution Number 2</b> Re-election of Sandeep Khanna as a director			
<b>Ordinary Resolution Number 3</b> Re-election of Johannes Petrus Landman as a director			
<b>Ordinary resolution Number 4</b> Election of Sibongile Masinga as a director			
<b>Ordinary resolution Number 5</b> Re-appointment of the auditors and designated audit partner			
<b>Ordinary resolution Number 6</b> Appointment of Sibongile Masinga as a member and chairperson of the Audit and Risk Committee			
<b>Ordinary resolution Number 7</b> Re-appointment of Sandeep Khanna to the Audit and Risk Committee			
<b>Ordinary resolution Number 8</b> Re-appointment of Johannes Petrus Landman to the Audit and Risk Committee			
<b>Ordinary resolution Number 9</b> Adoption of the Libstar Group Share Plan			
<b>Ordinary resolution Number 10</b> Non-binding advisory vote with respect to the remuneration policy			
<b>Ordinary resolution Number 11</b> Non-binding advisory vote with respect to the implementation report in respect of the remuneration policy			
<b>Ordinary Resolution Number 12</b> General authority to issue shares in the Company for cash			
<b>Ordinary resolution Number 13</b> General authorisation			
<b>Special resolution Number 1</b> Financial assistance to staff and executives of the Libstar Group to acquire securities in the Company pursuant to the Libstar Group Share Plan			
<b>Special resolution Number 2</b> Approval to issue shares in terms of section 41(1) of the Companies Act			
<b>Special Resolution Number 3</b> General authority to repurchase shares			
<b>Special resolution Number 4</b> Financial assistance for related or inter-related companies or corporations, their members and other related persons			

(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** this \_\_\_\_\_ day of \_\_\_\_\_ in the year of 2019

NAME OF SHAREHOLDER (PLEASE PRINT) \_\_\_\_\_

SHAREHOLDER'S SIGNATURE \_\_\_\_\_

# NOTES TO THE PROXY FORM

- 1 A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the spaces provided. The person whose name stands first on the form of proxy and who is present at the first AGM will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are filled in the proxy shall be exercised by the chairman of the first AGM.
- 2 A Shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of votes exercised by that Shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the Shareholder's votes exercised thereat. A Shareholder or his proxy is not obliged to use all the votes exercisable by the Shareholder or by his proxy, but the total of the votes cast in respect of which abstentions recorded may not exceed the total votes exercisable by the Shareholder or his proxy.
- 3 Dematerialised shareholders who wish to attend the AGM or to vote by way of proxy, must contact their CSDP or broker who will furnish them with the necessary authority to attend the AGM or to be represented thereat by proxy. This must be done in terms of the agreement between the member and his/her CSDP or broker.
- 4 Forms of proxy must be lodged with or posted to the Company Secretary at 1st Floor, 62 Hume Road, Dunkeld, 2196, or by email to [compsecretary@libstar.co.za](mailto:compsecretary@libstar.co.za), by no later than **10h00 on Friday, 17 May 2019**, or alternatively hand delivered to the chairperson of the AGM prior to the commencement thereof.
- 5 The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the AGM, speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
- 6 Documentary proof establishing the authority of the person signing this form of proxy in a representative or other legal capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries of the Company or waived by the chairman of the AGM.
- 7 Any alterations to the form of proxy must be initialled by the signatories.
- 8 A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company Secretary.
- 9 The Chairman of the AGM may accept any form of proxy which is completed other than in accordance with these notes if he/she is satisfied as to the manner in which the shareholder wishes to vote.