

Form of proxy

Imperial	4	
Logistics	44	
Motus	84	
Shareholder info	122	

Imperial Holdings Limited

(Incorporated in the Republic of South Africa)
(Registration number: 1946/021048/06)
Share code: IPL
ISIN: ZAE000067211
(Imperial or the company)

For use only by Imperial ordinary shareholders who:

- hold their shares in certificated form (certificated ordinary shareholders)
- have dematerialised their shares with "own-name" registration (dematerialised ordinary shareholders)

at the annual general meeting of shareholders to be held at 09:00 (CAT) on Tuesday, 30 October 2018 at Hyundai Head Office (Training Centre), corner Norman Road and Lucas Lane, Bedfordview, Johannesburg, Gauteng, 2007, or at any other adjourned or postponed date and time determined in accordance with the provisions of the Companies Act as read with the Listings Requirements (the AGM).

Dematerialised ordinary shareholders who do not have 'own-name' registration who wish to attend or send a proxy to represent them at the AGM must inform their Central Securities Depository Participant ("CSDP") or broker of their intention to attend or be represented at the AGM and request their CSDP or broker to issue them with the relevant letter of representation to attend or be represented at the AGM and vote. If they do not wish to attend or be represented at the AGM, they must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. In the absence of such instructions, the CSDP or broker will be obliged to vote in accordance with the instructions contained in the custody agreement mandate between them and their CSDP or broker. These shareholders must not use this form of proxy.

I/We (Please print name in full)

Of (address)

Telephone number

Cellphone number

email address

being an ordinary shareholder(s) of the company holding

ordinary shares in the company do hereby appoint

1. _____ or failing him/her

2. _____ or failing him/her

3. the chairman of the AGM

as my/our proxy to vote for me/our behalf at the AGM (and any adjournment thereof) for the purpose of considering and, if deemed fit, passing with or without modifications, the following resolution to be considered at the AGM.

		Number of votes (one per share)		
		In favour of	Against	Abstain
1.	Ordinary resolution number 1 – Approval of financial statements	X		
2.	Ordinary resolution number 2 – Appointment of auditors		X	
3.	Ordinary resolution number 3 – Appointment of members of the audit and risk committee			
	Ordinary resolution number 3.1 – GW Dempster	X		
	Ordinary resolution number 3.2 – RJA Sparks	X		
	Ordinary resolution number 3.3 – P Cooper	X		
4.	Ordinary resolution number 4 – Reappointment of retiring directors			
	Ordinary resolution number 4.1 – Reappointment P Cooper	X		
	Ordinary resolution number 4.2 – Reappointment P Langeni	X		
	Ordinary resolution number 4.3 – Reappointment T Skweyiya	X		
5.	Ordinary resolution number 5 – Confirmation of remuneration policy	X		
6.	Ordinary resolution number 6 – Implementation of remuneration policy	X		
7.	Special resolution number 1 – Directors' fees			
		Fees from 1 July 2018 to 30 June 2019	Fees from 1 July 2019 to 30 June 2020	
7.1	Chairman*	R993 000	R1 052 500	X
7.2	Deputy chairman and lead independent director*	R496 500	R526 000	X
7.3	Board member	R284 000	R301 000	X
7.4	Assets and liabilities committee chairman*	R181 000	R192 000	X
7.5	Assets and liabilities committee member	R120 500	R128 000	X
7.6	Audit and risk committee chairman*	R375 000	R397 500	X
7.7	Audit and risk committee member	R187 500	R198 000	X
7.8	Divisional board member	R168 500	R179 000	X
7.9	Divisional finance and risk committee member	R67 500	R71 500	X
7.10	Remuneration committee chairman	R135 500	R143 500	X
7.11	Remuneration committee member	R90 000	R95 500	X
7.12	Nomination committee chairman	R135 500	R143 500	X
7.13	Nomination committee member	R90 000	R95 500	X
7.14	Social, ethics and sustainability committee chairman*	R181 500	R192 000	X
7.15	Social, ethics and sustainability committee member	R120 500	R128 000	X
8.	Special resolution number 2 – General authority to repurchase company securities	X		
9.	Ordinary resolution number 7 – Authority to issue ordinary shares	X		
10.	Ordinary resolution number 8 – Authority to issue shares for cash	X		
11.	Special resolution number 3 – Authority to provide financial assistance – section 44	X		
12.	Special resolution number 4 – Authority to provide financial assistance – section 45	X		

Insert an X in the appropriate block. If no indications are given, the proxy will vote as he/she deems fit. Each shareholder entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a shareholder of the company) to attend, speak and vote in his/her stead.

Please read the notes on the reverse side hereof.

Signed at

on

2018

Signature

Assisted by (where applicable)

More than 10 yrs may affect independent audit & election.

	Number of Shares		
	*For	*Against	*Abstain
Special resolution number 1 – approving the Unbundling in terms of Section 112 of the Companies Act	✓		
Special resolution number 2 – approval of the change of name of the Company (and consequent amendments to the MOI of the Company)	✓		
Ordinary resolution number 1 – approving the amendments to the Existing Share Schemes	✓		

* Insert the number of votes to be cast 'for', 'against' or 'abstain' as required. If you insert an 'X', all votes will be cast in the manner indicated by that 'X'. If no options are marked and no instructions are given in a separate sheet of paper accompanying and attached to this form of proxy, the proxy will be entitled to vote as he/she thinks fit.

Signed at _____ on _____ 2018

Signature/s _____

Assisted by (where applicable) _____

Notes and summary of salient rights in terms of section 58 of the Companies Act:

1. A Shareholder entitled to attend and vote at the General Meeting may insert the name of a proxy or the names of 2 alternative proxies of his/her/its choice in the space provided, with or without deleting 'the chairperson of the General Meeting'. A proxy need not be a Shareholder of the Company. The person whose name stands first on this 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 is entitled to 1 vote on a show of hands and, on a poll, 1 vote in respect of each ordinary share. A Shareholder's instructions to the proxy must be indicated by inserting the relevant number of Shares represented by the Shareholder in the appropriate box. Failure to comply with this will be deemed to authorise the proxy to vote or abstain from voting at the General Meeting as he deems fit in respect of all the Shareholder's votes.
3. If a Shareholder does not indicate on this form that his proxy is to vote in favour of or against any ordinary resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution/s or any amendment/s which may properly be put before the General Meeting be proposed, the proxy shall be entitled to vote as he thinks fit.
4. The chairperson of the General Meeting may reject or accept any form of proxy which is completed and/or received, other than in compliance with these notes.
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.
6. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the Company or unless the chairperson of the General Meeting waives this requirement.
7. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the Company.
8. Where there are joint holders of Shares, any 1 of such Shareholders may sign the form of proxy provided that if more than 1 of such holders is present or represented at the General Meeting, the holder whose name stands first in the register of the Company in respect of such Shares, or his proxy, as the case may be, shall alone be entitled to vote in respect thereof.
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 previously been registered with the Company or the Transfer Secretaries.
10. A proxy may delegate his/her authority to act on behalf of a Shareholder to another person subject to any restriction therefore set out in this instrument of proxy.
11. The proxy appointment made herein shall remain valid for a period of one year from the date of signature unless revoked by the Shareholder by cancelling it in writing or making a later inconsistent appointment of proxy and delivering a copy of the revocation instrument to the proxy and the Company.
12. A vote given in accordance with the terms of this form of proxy shall be valid notwithstanding the death or mental disorder of the principal or revocation of the proxy of the authority under which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company before the commencement of the General Meeting (or any adjournment thereof).
13. Completed forms of proxy and the authority (if any) under which they are signed must be lodged with or mailed to the Company's Transfer Secretaries, Computershare Investor Services Proprietary Limited, 1st Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051 Marshalltown 2107), to be received no later than 10:00 on Monday, 29 October 2018 for administrative purposes, or handed to the chairperson of the General Meeting before that meeting is due to commence.
14. Any alteration or correction made to this form of proxy, other than the deletion of alternatives, must be initialled by the signatory/ies.