

FORM OF PROXY

(Incorporated in the Republic of South Africa)
 (Registration number 1929/001966/06)
 Share code: WHL
 SIN number: ZAF000063863
 Bond company code: WHU
 Bond code: WHI01
 (WHL or the Company)

WHL

For use only by:

- holders of certificated ordinary shares in the Company; and
- holders of dematerialised ordinary shares in the Company held through a Central Securities Depository Participant (CSDP) or broker and who have selected 'own name' registration,

at the Annual General Meeting of shareholders of the Company to be held in the Auditorium, 1st Floor Woolworths House, 93 Longmarket Street, Cape Town 8001 at 10:00 on Friday, 30 November 2018 and at any adjournment or postponement thereof ('Annual General Meeting').

If you are a shareholder referred to above, and entitled to attend and vote at the Annual General Meeting, you can appoint a proxy or proxies to attend, vote, and speak in your stead at the Annual General Meeting. A proxy need not be a shareholder of the Company.

If you are an ordinary shareholder and have dematerialised your ordinary shares through a CSDP (and have not selected 'own name' registration in the sub-register maintained by a CSDP), do not complete this form of proxy but instruct your CSDP to issue you with the necessary authority to attend the Annual General Meeting, or if you do not wish to attend, provide your CSDP with your voting instructions in terms of your custody agreement entered into with it.

I/We (full names in block letters) _____
 of (Address) _____

Telephone number (____) _____ Cellphone number _____ being a holder/s of _____
 ordinary shares in the company, hereby appoint (see note 10)

- 1 _____ of _____ failing him/her
 2 _____ of _____ failing him/her
 3 the Chairman of the Company, or failing him the Chairman of the Annual General Meeting, as my proxy to attend, speak and on a poll to vote or abstain from voting on my/our behalf, as indicated below, at the Annual General Meeting and/or at any adjournment or postponement thereof.

Resolution	For	Against	Abstain
1. Ordinary resolution 1 – re-elect by way of separate resolutions the following retiring Directors available for election:			
1.1 Patrick Allaway	X		
1.2 Andrew Higginson	X		
1.3 Gail Kelly	X		
1.4 Zyda Rylands	X		
2. Ordinary resolution 2 – election of Director			
2.1 Sizakele Mzimela be elected as a Director	X		
3. Ordinary resolution 3 – re-appointment of Ernst & Young Inc. as the auditors		X	
4. Ordinary resolution 4 – elect Audit Committee members by way of separate resolutions:			
4.1 Patrick Allaway	X		
4.2 Zarina Bassa	X		
4.3 Hubert Brody	X		
4.4 Andrew Higginson	X		
5. Non-binding advisory resolution 1 – approval of the Remuneration Policy		X	
6. Non-binding advisory resolution 2 – approval of the Remuneration Implementation Report		X	
7. Special resolution 1 – approval of Non-executive Directors' fees for the period 1 January 2019 to 31 December 2019 exclusive of value-added tax		X	
8. Special resolution 2 – approval of general authority to repurchase shares	X		
9. Special resolution 3 – approval of financial assistance to related or inter-related companies or undertakings	X		
10. Special resolution 4 – approval of issue of shares or options and grant of financial assistance in terms of the Company's share based incentive schemes		X	

Insert an 'X' in the relevant spaces above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of shares which you desire to vote (see note 2).

This proxy shall be valid only for the Annual General Meeting of shareholders of the Company to be held on Friday, 30 November 2018 and any adjournment or postponement thereof.

Signed this 26th day of NOVEMBER 2018

Assisted by me (if applicable) _____

Signature _____

Please read the notes on the reverse side hereof.