

# FORM OF PROXY



## TIGER BRANDS LIMITED

Incorporated in the Republic of South Africa  
Registration number 1944/017881/06  
JSE code: TBS ISIN: ZAE00071080  
(Tiger Brands or the company)

For Tiger Brands ordinary shareholders

- For use at the annual general meeting (AGM) of Tiger Brands Limited to be held at 3010 William Nicol Drive, Bryanston, 2191, on Tuesday, 18 February 2020, at 14:00, or any adjourned or postponed date and time determined in accordance with sections 64(4) and 64(1)(a)(i) of the Companies Act No 71 of 2008 (the Act).
- This form of proxy is not to be used by beneficial owners of shares who have dematerialised their shares (dematerialised shares) through a central securities depository participant (CSDP) or broker, as the case may be, unless you are recorded on the subregister as an "own name" dematerialised shareholder. Generally, you will not be an own name dematerialised shareholder unless you have specifically requested your CSDP to record you as the holder of the shares in your own name in the company's subregister.
- This form of proxy is only for use by certificated, "own name" dematerialised shareholders and CSDPs or brokers (or their nominees) registered in the company's subregister as the holder of dematerialised ordinary shares.
- Each shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy (who need not be a shareholder of the company) to attend, participate in and speak and vote in place of that shareholder at the AGM, and at any adjournment thereafter.
- Please note the following – your rights as a shareholder at the AGM:
  - The appointment of the proxy is revocable
  - You 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 company.
- Please note that any shareholder of the company that is a company may authorise any person to act as its representative at the AGM. Please also note that section 63(1) of the Act requires that persons wishing to participate in the AGM (including the aforementioned representative) provide satisfactory identification before they may so participate. The company will regard presentation of an original of a meeting participant's valid driving licence, identity document or passport to be satisfactory identification.
- Please note that voting will be performed by way of a poll so each shareholder present or represented by way of proxy will be entitled to one (1) vote for every ordinary share held or represented.

I/We, the undersigned:

(Name in block letters)

of (insert address):

being a holder of

shares in the issued share capital of the company, entitled to vote,

do hereby appoint:

or, failing him/her,

or, failing him/her, the chairman of the meeting, as my/our proxy to vote for me/us on my/our behalf at the AGM of shareholders of the company to be held at 14:00 on Tuesday, 18 February 2020 and at any cancellation, postponement or adjournment thereof as follows:

\* Indicate instructions to proxy by insertion of an "X" or the relevant number of votes exercisable by the member on a poll in the space provided below – see note 17.

	Number of votes		
	*In favour of resolution	*Against resolution	*Abstain from voting
<b>PART B – ORDINARY RESOLUTIONS FOR CONSIDERATION AND APPROVAL</b>			
Ordinary resolution number 1.1 to 1.4 – Election of directors			
1.1 To elect Mr MP Fandeso			
1.2 To elect Ms HC Fernandez	X		
1.3 To elect Adv M Sello	X		
1.4 To elect Mr DG Wilson	X		
Ordinary resolution numbers 2.1 to 2.4 – Re-election of directors			
2.1 To re-elect Mr MO Ajukwu	X		
2.2 To re-elect Mr MJ Bowman	X		
2.3 To re-elect Mr LG MacDougall			
2.4 To re-elect Dr KDK Mokhele		X	
Ordinary resolution numbers 3.1 to 3.3 – Election of the members of the audit committee			
3.1 To elect Ms HC Fernandez (subject to her being elected as a director)	X		
3.2 To elect Ms TE Mashilwane	X		
3.3 To elect Mr DG Wilson (subject to him being elected as a director)	X		
Ordinary resolution number 4 – To reappoint the external auditor Ernst & Young Inc.		X	
Ordinary resolution number 5 – General authority	X		
<b>PART C – NON-BINDING ADVISORY VOTE</b>			
Ordinary resolution 6 – Approval of the company's remuneration policy	X		
Ordinary resolution 7 – Endorsement of the implementation report of the company's remuneration policy	X		
<b>PART D – SPECIAL RESOLUTIONS</b>			
Special resolution number 1			
Approval to provide financial assistance to related and inter-related companies	X		
Special resolution number 2			
Approval of remuneration payable to non-executive directors and the chairman			
2.1 Remuneration payable to non-executive directors	X		
2.2 Remuneration payable to the chairman	X		
Special resolution number 3			
Approval of remuneration payable to non-executive directors participating in sub-committees	X		
Special resolution number 4			
Approval of remuneration payable to non-executive directors who attend unscheduled/extraordinary meetings		X	
Special resolution number 5			
Approval of remuneration payable to non-executive directors in respect of ad hoc meetings of the investment committee		X	
Special resolution number 6			
Approval of non-resident directors' fees		X	
Special resolution number 7			
General authority to repurchase shares in the company	X		

and generally to act as my/our proxy at the AGM. (If no directions are given, the proxy holder will be entitled to vote or to abstain from voting as that proxy holder deems fit)

Signed at

on

2020

Signature

Assisted by me (where applicable)

(state capacity and full name)

Each member is entitled to appoint one (1) or more proxies (who need not be a member of the company) to attend, speak and vote in place of that member at the AGM.

Please read the notes on the reverse hereof.