

# Form of Proxy

For the year ended 31 March 2016

## Peregrine Holdings Limited

Incorporated in the Republic of South Africa | Registration number 1994/006026/06 | JSE share code: PGR | ISIN: ZAE000078127 | “Peregrine” or “the company”

*For use by holders of certificated Peregrine ordinary shares or holders of dematerialised Peregrine ordinary shares held through a Central Securities Depository Participant (“CSDP”) or broker and who have selected own-name registration, at the Annual General Meeting of the company to be held at 10:00 on Friday, 30 September 2016 (or such later date as is advised on SENS and in the press in relation to any adjournment of the Annual General Meeting) at 6A Sandown Valley Crescent, Sandown, Sandton, 2196.*

**Additional forms of proxy are available from the transfer secretaries of the company.**

**Not for use by holders of the company’s dematerialised ordinary shares who have not selected own-name registration.** The CSDP or broker, as the case may be, of dematerialised Peregrine ordinary shareholders who have not elected own-name registration, should contact such Peregrine ordinary shareholders to ascertain the manner in which they wish to cast their vote at the Annual General Meeting and thereafter cast their vote in accordance with their instructions. Such instructions should be communicated to the CSDP or broker, as the case may be, in terms of the agreement between the Peregrine ordinary shareholder and his/her CSDP or broker. If such dematerialised Peregrine ordinary shareholder concerned has not been contacted, it would be advisable for them to contact their CSDP or broker, as the case may be, and furnish them with their instructions. Dematerialised Peregrine ordinary shareholders who are not own-name dematerialised Peregrine ordinary shareholders and who wish to attend the Annual General Meeting must obtain their necessary letter of representation from their CSDP or broker, as the case may be, and submit same to Peregrine’s transfer secretaries to be received by no later than 10:00 on Thursday, 29 September 2016. This must be effected in terms of the agreement entered into between the dematerialised Peregrine ordinary shareholder and his/her/its CSDP or broker. If the CSDP or broker, as the case may be, does not obtain instructions from such dematerialised Peregrine ordinary shareholder, they will be obliged to act in terms of the mandate furnished to them, or, if the mandate is silent in this regard, to abstain from voting.

I/We \_\_\_\_\_ (names in block letters)  
of \_\_\_\_\_ (address in block letters)  
being the holder/s of \_\_\_\_\_ shares in the company  
do hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
or failing him/her \_\_\_\_\_ of \_\_\_\_\_

or failing him/her the chairman of the Annual General Meeting as my/our proxy to act for me/us at the Annual General Meeting of the company to be held at 6A Sandown Valley Crescent, Sandown, Sandton, at 10:00 on Friday, 30 September 2016, and at any adjournment thereof, and to vote for me/us on my/our behalf in respect of the undermentioned resolutions.

### Ordinary resolutions

	*For	*Against	*Abstain
1. To adopt the financial statements of the company for the year ended 31 March 2016, including the Directors’ Report and the report of the Audit Committee.			
2. To re-elect BC Beaver as a director of the company			
3. To re-elect S Sithole as a director of the company			
4. To re-appoint the auditors, KPMG Inc. and Kevin Hoff as the individual registered auditor and to fix their remuneration			
5. To appoint the following members of the Audit Committee:			
5.1 BC Beaver as a member of the Audit Committee			
5.2 S Sithole as a member of the Audit Committee			
5.3 SI Stein as a member of the Audit Committee			
6. To place unissued shares under directors’ control			
7. To approve the company’s remuneration policy and the implementation thereof			
8. To authorise the directors or the company secretary to sign documentation			

### Special resolutions

1. To approve the fees payable to non-executive directors			
2. To grant a general authority to directors to repurchase company shares			
3. Financial assistance to related and inter-related parties			

*Mark “For”, “Against” or “Abstain” as required. If no options are marked the proxy will be entitled to vote as he/she thinks fit.*

Please read notes on the reverse side hereof

Signed at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_ 2016  
Signature \_\_\_\_\_ Assisted by (where applicable) \_\_\_\_\_

# Notes to the Form of Proxy

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1. This form of proxy is only to be completed by those ordinary shareholders who are:

- 1.1 holding ordinary shares in certificated form; or
- 1.2 recorded in the sub-register in electronic form in their "own name"

on the date on which shareholders must be recorded as such in the register maintained by the transfer secretaries, Computershare Investor Services Proprietary Limited, in order to vote at the Annual General Meeting being held at 10:00 on Friday, 30 September 2016, and who wish to appoint another person to represent them at the Annual General Meeting.

2. Certificated shareholders wishing to attend the Annual General Meeting have to ensure beforehand with the transfer secretaries of the company (being Computershare Investor Services Proprietary Limited) that their shares are registered in their name.
3. Beneficial shareholders whose shares are not registered in their "own name", but in the name of another, for example, a nominee, may not complete a proxy form, unless a form of proxy is issued to them by a registered shareholder and they should contact the registered shareholder for assistance in issuing instruction on voting their shares, or obtaining a proxy to attend, speak and, on a poll, vote at the Annual General Meeting.
4. A Peregrine shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space. The person whose name stands first on the form of proxy and who is present at the Peregrine Annual General Meeting of shareholders will be entitled to act as proxy to the exclusion of those whose names follow.
5. A proxy appointed by a Peregrine shareholder in terms hereof may not delegate his authority to act on behalf of the Peregrine shareholder to any other person.
6. If duly authorised, companies and other corporate bodies who are shareholders of the company having shares registered in their own name may, instead of completing this form of proxy, appoint a representative to represent them and exercise all of their rights at the meeting by giving written notice of the appointment of that representative. This notice will not be effective at the Annual General Meeting unless it is accompanied by a duly certified copy of the resolution or other authority in terms of which that representative is appointed and is received at Computershare Investor Services Proprietary Limited, at Ground Floor Marshall Street, Johannesburg, to reach the company by no later than 10:00 on Thursday, 29 September 2016.
7. A Peregrine shareholder's instructions to the proxy must be indicated by means of a tick or a cross 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 Annual General Meeting as he/she deems fit in respect of all the

Peregrine shareholder's votes exercisable thereat relating to the resolutions proposed in this form of proxy.

8. The forms of proxy must be lodged at Computershare Investor Services Proprietary Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 or posted to PO Box 61051, Marshalltown, 2107 so as to be received by not later than 10:00 on Thursday, 29 September 2016. Alternatively, the form of proxy may be handed to the chairman of the Annual General Meeting at any time prior to the Annual General Meeting.
9. The completion and lodging of this form of proxy will not preclude the relevant Peregrine shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Peregrine shareholder wish to do so. In addition to the foregoing, a Peregrine shareholder 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. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Peregrine shareholder as at the later of the date stated in the revocation instrument, if any; or the date on which the revocation instrument was delivered in the required manner.
10. The chairman of the Annual General Meeting may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
11. Any alteration to this form of proxy, other than a deletion of alternatives, must be initialled by the signatory/ies.
12. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company.
13. Where there are joint holders of Peregrine shares:
  - 13.1 any one holder may sign this form of proxy; and
  - 13.2 the vote of the senior (for that purpose seniority will be determined by the order in which the names of shareholders appear in the register of members) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of Peregrine shares.
14. This form of proxy may be used at any adjournment or postponement of the Annual General Meeting, including any postponement due to a lack of quorum, unless withdrawn by the Peregrine shareholder.
15. The foregoing notes contain a summary of the relevant provisions of section 58 of the Companies Act, as required in terms of that section.