

# Form of proxy

MOMENTUM METROPOLITAN HOLDINGS LIMITED  
Incorporated in the Republic of South Africa  
Registration number: 2000/031756/06  
ISIN: ZAE000269890  
JSE Share code: MTM  
NSX Share Code: MMT  
("Momentum Metropolitan Holdings" or the "Company")

This proxy form relates to the annual general meeting (the meeting) to be held on Tuesday, 26 November 2019 at 15:00 at Momentum Metropolitan, 268 West Avenue, Centurion.

The proxy is for use by certificated and dematerialised shareholders whose shares are registered in their own names by the record date, Friday, 15 November 2019. All other dematerialised shareholders must contact their CSDP or broker to make the relevant arrangements concerning voting and attendance at the meeting.

Please print clearly when using this form and see the instructions and notes at the end of this form for an explanation of the use of this proxy form and the rights of the shareholder and the proxy.

I/We, \_\_\_\_\_ (full name)

of (address) \_\_\_\_\_

Contact detail: (mobile) \_\_\_\_\_ (work) \_\_\_\_\_ (email) \_\_\_\_\_

Being a shareholder of the company and being the registered owner/s of \_\_\_\_\_ ordinary shares in the company

Hereby appoint \_\_\_\_\_

Or failing him/her, the chairman of the meeting, to attend and participate in the meeting and to speak for me/us on my/our behalf and to vote or abstain from voting on my/our behalf at the AGM of the company and/or any adjournment or postponement thereof.

*My proxy shall vote as below (indicate with a cross how you wish your votes to be cast. If you do not do so, the proxy may vote or abstain at his/her discretion.*

# Form of proxy continued

Ordinary resolutions		For	Against	Abstain
1.1	To elect Ms Linda de Beer as a director			
1.2	To elect Mr Sello Moloko as a director			
1.3	To elect Ms Sharron McPherson as a director			
1.4	To elect Ms Lisa Chiume as a director			
1.5	To elect Ms Kgaugelo Legoabe-Kgomari as a director			
2.1	To re-elect Mr Vuyisa Nkonyeni as a director			
2.2	To re-elect Mr Stephen Jurisich as a director			
3.	To appoint Ernst & Young Inc. as the independent auditors of the company for the ensuing year and to appoint Ms Cornea de Villiers as the designated auditor for the ensuing year			
4.1	To reappoint Mr Frans Truter to serve as a member of the Audit Committee			
4.2	To reappoint Ms Fatima Daniels to serve as a member of the Audit Committee			
4.3	To appoint Ms Linda de Beer to serve as a member of the Audit Committee			
5.	Authorisation for a director or Group Company Secretary of the company to implement resolutions			
<b>Non-binding advisory resolutions</b>				
6.	Non-binding advisory vote on the remuneration policy of the company			
7.	Non-binding advisory vote on the implementation report as set out in the remuneration report of the company			
<b>Special resolutions</b>				
8.	General authority to repurchase shares			
9.	General authority to provide financial assistance to subsidiaries and other related or inter-related entities in terms of sections 44 and 45 of the Companies Act			
10.	Non-executive directors' fees for 2020 financial year			

Insert an "X" in the relevant spaces above and according to how you wish your votes to be cast. Unless otherwise directed the proxy will vote as he/she thinks fit.

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.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2019

Signature \_\_\_\_\_

Please read the notes to the proxy as set out overleaf.

## Notes to the proxy form

### Summary of the rights of a shareholder to be presented by proxy in terms of section 58 of the companies act, read with the company's memorandum of incorporation

1. At any time, a shareholder may appoint any individual, including an individual who is not a shareholder of the company, as a proxy to:
  - participate in, and speak and vote at a shareholders' meeting on behalf of the shareholder, or
  - give or withhold written consent on behalf of the shareholder to a decision contemplated in section 60 of the Companies Act.
2. A shareholder of the company may not appoint two or more persons concurrently as proxies.
3. A proxy may not delegate the proxy's authority to act on behalf of the shareholder to another person.
4. Irrespective of the form of instrument used to appoint a proxy, the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder; the appointment is revocable unless the proxy appointment expressly states otherwise; and if the appointment is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and 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 shareholder.
5. A registered shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space(s) provided overleaf, with or without deleting "the chairman of the AGM", but any such deletion must be initialled by the shareholder. Should this space be left blank, the proxy will be exercised by the chairman of the AGM. The person whose name appears first on the proxy form and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
6. A shareholder's voting instructions to the proxy must be indicated by the insertion of an "X", or the number of votes exercisable by that shareholder, in the appropriate spaces provided overleaf. Failure to do so will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she thinks fit in respect of all the shareholder's exercisable votes. A shareholder or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.
7. 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 transfer secretaries.
8. For administrative purposes only, the completed proxy forms must be lodged with Link Market Services Pty Ltd, 13th Floor 19 Ameshoff Street Braamfontein 2001 or emailed to meetfax@linkmarketservices.co.za to reach them 48 hours before the AGM, that is by Friday, 22 November 2019 at 15:00. Any proxy forms not received by this time must be handed to the chairperson of the AGM immediately prior to the commencement of the AGM. Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to the proxy form prior to the proxy exercising a shareholder's right at the meeting, unless previously recorded or waived by the chairman of the AGM.
9. The proxy form must be dated and signed. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this proxy form must be initialled by the signatory/ies.
10. The proxy appointment in terms of the proxy form shall remain valid only until the end of the AGM held on Tuesday, 26 November 2019 or at any adjournment thereof.

## HELP REDUCE THE IMPACT ON THE ENVIRONMENT AND SAVE COSTS

By electing to receive all of your communications electronically you can help reduce paper use, cut carbon emissions and save costs.

### Link Market Services on behalf of Momentum Metropolitan Holdings Limited will:

- Email you when company announcements, annual reports and notices of meeting documents are made available for downloading from the Momentum Metropolitan Holdings Limited website; and
- No longer send you printed version of these documents in the mail.

### Start receiving all of your documents by email

Complete your email address below, then scan and email the form to [ecomms@linkmarketservices.co.za](mailto:ecomms@linkmarketservices.co.za) or send by fax to **086 674 3330**.

If you have any queries, please contact Link Market Services on **086 147 2644** or **+27 11 029 0112**.

Yes, I would like to receive my communications electronically as permitted by the Companies Act of 2008.

Shareholder Name	
Shareholder Number	
Email Address	

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

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Refer to the Momentum Metropolitan website for directors and company secretary details. Reg. No. 2000/031756/06