

# Voting and right to appoint a proxy

The date on which shareholders must be recorded as such in the register maintained by the transfer secretaries of the company for purposes of being entitled to attend and vote at this AGM is Friday, 28 July 2017, with the last day to trade being Tuesday, 25 July 2017.



AGM participants may be required to provide identification to the reasonable satisfaction of the chairman of the AGM.

Shareholders entitled to attend and vote at the AGM may in terms of Section 58 of the Companies Act, 71 of 2008, appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a shareholder of the company. A form of proxy, in which are set out the relevant instructions for its completion, is enclosed for the use of a certificated shareholder or "own name" registered dematerialised shareholder who wishes to be represented at the AGM.

Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder's proxy) at the AGM. It is requested that the instrument appointing a proxy and the authority (if any) under which it is signed reach the transfer secretaries of the company at the address given below by Wednesday, 2 August 2017. Alternatively, they may be handed to the chairman at the commencement of the AGM.

Dematerialised shareholders, other than "own name" registered dematerialised shareholders, who wish to attend the AGM in person, will need to request their Central Securities Depository Participant ("CSDP") or broker to provide them with the necessary authority in terms of its custody agreement entered into between such shareholders and the CSDP or broker.

On a poll, ordinary shareholders will have one vote in respect of each share held. Dematerialised shareholders, other than "own name" or registered dematerialised shareholders, who are unable to attend the AGM and who wish to be represented thereat, must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between themselves and the CSDP or broker in the manner and time stipulated therein.

By order of the board.

**DP van der Merwe**  
Company Secretary  
29 June 2017

# Form of proxy

(for use by certificated and own name dematerialised shareholders only)

## Ecsponent Limited

(Incorporated in the Republic of South Africa)

(Registration number 1998/013215/06) Share code: ECS ISIN ZAE000179594 • ("the Company" or "ECS")

For use by certificated and "own name" registered dematerialised shareholders of the Company ("shareholders") at the Annual General Meeting of ECS to be held at 09:00 on, Friday 4 August 2017 at the company's registered office, Acacia House, Green Hill Village Office Park, On Lynwood Road, Cnr Botterklapper and Nentabos Street, The Willows, Pretoria ("the AGM").

I/We (please print full names)

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Of (address)

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Contact numbers: Office \_\_\_\_\_ Home \_\_\_\_\_

Mobile \_\_\_\_\_

being the holder/s of ECS ordinary shares of no par value, appoint (see note 1):

1. or \_\_\_\_\_ failing him,
2. or \_\_\_\_\_ failing him,
3. the chairperson of the AGM, \_\_\_\_\_

as my/our proxy to act for me/us and on my/our behalf at the AGM which will be held for the purpose of considering, and if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof; and to vote for and/or against the resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name/s, in accordance with the following instructions (see note 2):

Proposed ordinary resolutions	Number of votes		
	For	Against	Abstain
<b>Ordinary Resolution Number 1 –</b> Approve and adopt the financial statements			
<b>Ordinary Resolution Number 2 –</b> Re-elect RJ Connellan as a non-executive director			
<b>Ordinary Resolution Number 3 –</b> Re-elect KA Rayner as a non-executive director			
<b>Ordinary Resolution Number 4 –</b> Re-elect BR Topham as a non-executive director			

Proposed ordinary resolutions	Number of votes		
	For	Against	Abstain
<b>Ordinary Resolution Number 5 –</b> Confirm appointment of G Manyere as a non-executive director			
<b>Ordinary Resolution Number 6 –</b> Confirm appointment of PJ Matute as a non-executive director			
<b>Ordinary Resolution Number 7 –</b> Confirm appointment of W Oberholzer as a non-executive director			
<b>Ordinary Resolution Number 8 –</b> Confirm appointment of B Shanahan as an executive financial director			
<b>Ordinary Resolution Number 9 –</b> Appoint BR Topham as a member and chairman of the Audit Committee			
<b>Ordinary Resolution Number 10 –</b> Appoint W Oberholzer as a member of the Audit Committee			
<b>Ordinary Resolution Number 11 –</b> Appoint KA Rayner as a member of the Audit Committee			
<b>Ordinary Resolution Number 12 –</b> Re-appoint independent external auditors, Nexia SAB&T Chartered Accountants Incorporated			
<b>Ordinary Resolution Number 13 –</b> Place the unissued ordinary shares under the directors' authority			
<b>Ordinary Resolution Number 14 –</b> Approve a general authority to issue all or any of the authorised but unissued shares for cash as the directors in their discretion deem fit			
<b>Non-binding advisory vote 1 –</b> Confirm the group's remuneration policy			
<b>Non-binding advisory vote 2 –</b> Confirm the group's remuneration policy implementation plan			
<b>Special Resolution Number 1 –</b> Approve non-executive directors' remuneration			
<b>Special Resolution Number 2 –</b> Approve additional non-executive directors' remuneration for ad-hoc services			
<b>Special Resolution Number 3 –</b> Approve a general authority to enter into funding agreements, provide loans and other financial assistance			
<b>Special Resolution Number 4 –</b> Approve a general authority to repurchase the company's ordinary shares			
<b>Special Resolution Number 5 –</b> Approve a general authority to repurchase the company's preference shares			

(Indicate instruction to proxy by way of a cross in the relevant space provided above)

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

Signature \_\_\_\_\_ Assisted by me (where applicable) \_\_\_\_\_

Name \_\_\_\_\_

Capacity \_\_\_\_\_

Signature \_\_\_\_\_

## Notes:

1. This form is for use by certificated shareholders and dematerialised shareholders with "own-name" registration whose shares are registered in their own names on the record date and who wish to appoint another person to represent them at the meeting. If duly authorised, companies and other corporate bodies who are shareholders having shares registered in their own names may appoint a proxy using this form, or may appoint a representative in accordance with the last paragraph below.
 

Other shareholders should not use this form. All beneficial holders who have dematerialised their shares through a Central Securities Depository Participant ("CSDP") or broker, and do not have their shares registered in their own name, must provide the CSDP or broker with their voting instructions. Alternatively, if they wish to attend the AGM in person, they should request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between the beneficial owner and the CSDP or broker.
2. This proxy shall apply to all the ordinary shares registered in the name of shareholders at the record date unless a lesser number of shares are inserted.
3. A shareholder may appoint one person as his proxy by inserting the name of such proxy in the space provided. Any such proxy need not be a shareholder of the company. If the name of the proxy is not inserted, the chairman of the meeting will be appointed as proxy and will vote in favour of all resolutions. If more than one name is inserted, then the person whose name appears first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of any persons whose names follow. The proxy appointed in this proxy form may delegate the authority given to him in this proxy by delivering to the company, in the manner required by these instructions, a further proxy form which has been completed in a manner consistent with the authority given to the proxy of this proxy form.
4. Unless revoked, the appointment of proxy in terms of this proxy form remains valid until the end of the meeting even if the meeting or a part thereof is postponed or adjourned.
5. If
  - 5.1. a shareholder does not indicate on this instrument that the proxy is to vote in favour of or against or to abstain from voting on any resolution; or
  - 5.2. the shareholder gives contrary instructions in relation to any matter; or
  - 5.3. any additional resolution/s which are properly put before the meeting; or
  - 5.4. any resolution listed in the proxy form is modified or amended, the proxy shall be entitled to vote or abstain from voting, as he thinks fit, in relation to that resolution or matter. If, however, the shareholder has provided further written instructions which accompany this form and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in 5.1 to 5.4, then the proxy shall comply with those instructions. Any proxy that the chairman holds and votes in respect of will result in the chairman voting in favour of all resolutions.
6. If this proxy is signed by a person (signatory) on behalf of the shareholder, whether in terms of a power of attorney or otherwise, then this proxy form will not be effective unless:
  - 6.1. it is accompanied by a certified copy of the authority given by the shareholder to the signatory; or
  - 6.2. the company has already received a certified copy of that authority.
7. The chairman of the meeting may, at his discretion, accept or reject any proxy form or other written appointment of a proxy which is received by the chairman prior to the time when the meeting deals with a resolution or matter to which the appointment of the proxy relates, even if that appointment of a proxy has not been completed and/or received in accordance with these instructions. However, the chairman shall not accept any such appointment of a proxy unless the chairman is satisfied that it reflects the intention of the shareholder appointing the proxy.
8. Any alterations made in this form of proxy must be initialed by the authorised signatory/ies.
9. This proxy form is revoked if the shareholder who granted the proxy:
  - 9.1. delivers a copy of the revocation instrument to the company and to the proxy or proxies concerned, so that it is received by the company by not later than Wednesday, 2 August 2017 at 9:00;
  - 9.2. appoints a later, inconsistent appointment of proxy for the meeting; or
  - 9.3. attends the meeting in person.
10. 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 proxy form, 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 meeting unless it is accompanied by a duly certified copy of the resolution/s or other authorities in terms of which that representative is appointed and is received at the company's registered office, not later than Wednesday, 2 August 2017 at 09:00.