

FORM OF PROXY



SELECTIVE EMPOWERMENT INVESTMENTS 1 LIMITED
 Incorporated in the Republic of South Africa
 (Registration number: 2007/033697/06)
 (“SEI1” or “the company”)



I, the undersigned, being a shareholder of the company, give consent and agree to waive the minimum requirement notice of the eighth annual general meeting (“AGM”) of the company to be held as indicated in this notice. I do further consent and agree that all business may be transacted at the meeting as any shareholders present. Any business transacted at the meeting shall be valid and legal and of the same force and effect as if the meeting were held after minimum required notice was given.

To be completed by shareholders for use at the AGM of the shareholders of the company to be held **ENTIRELY BY ELECTRONIC COMMUNICATION** on Friday, 19 March 2021, at 10:00 and at any adjournment thereof.

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

I/We _____

(block letters please)

ID number/entity registration number _____

Address _____

(Address in block letters)

being a holder(s) of _____ ordinary shares in the company hereby appoint:

a. _____ or failing him/her,

b. _____ or failing him/her,

c. _____ or, failing him/her

the chairperson of the annual general meeting as my/our proxy to act on my/our behalf at the AGM of the shareholders of the company to be held on Friday, 19 March 2021, and at each adjournment thereof and, on poll, to vote for or against the resolutions or to abstain from voting in respect of shares registered in my/our name(s), in accordance with the following instructions (see note 1):

		For	Against	Abstain
1.	Ordinary resolution 1 – To reappoint MKIVA Incorporated as the independent external auditor of the company for the ensuing financial period.			
2.	Ordinary resolution 2 – To ratify the appointment of Ms Mkgadi Mogokare as an independent non-executive director of the board of the company with effect from 1 November 2019.			
3.	Ordinary resolution 3.1 – To appoint Mr Mphikeleli Solly Tsie as chairperson of the audit and risk committee.			
4.	Ordinary resolution 3.2 – To appoint Ms Mkgadi Mogokare as a member of the audit and risk committee (<i>subject to approval of resolution number 2</i>).			

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		For	Against	Abstain
5.	Ordinary resolution 3.3 – To appoint Mr Tiro Motlogeloa as a member of the audit and risk committee.			
6.	Ordinary resolution 3.4 – To appoint Mr Sihle Sicelo Sibiyi as a member of the audit and risk committee.			
7.	Ordinary resolution 4 – To place all the unissued ordinary shares of the company under the control of the directors who are hereby authorised, subject to the provisions of the Companies Act, to allot and issue such shares in their discretion when and on such terms and conditions as they deem fit.			
8.	Ordinary resolution 5 – To endorse, on a non-binding advisory basis, the company's new remuneration policy.			
9.	Special resolution 1 – To approve the remuneration by the company to its non-executive directors for the period from 1 July 2020 to 30 June 2021.			
10.	Special resolution 2 – To authorise the directors to facilitate the acquisition by the company, from time to time, of the issued shares of the company from any person whatsoever by means of a share buy-back.			
11.	Special resolution 3 – To authorise the directors, in terms of and subject to the provisions of section 45 of the Companies Act, to provide direct or indirect financial assistance to a director or prescribed officer of the company or of a related or inter-related company, or to a related or inter-related company or corporation, or to a member of a related or inter-related corporation, or to a person related to any such company, corporation, director, prescribed officer or member, and that this authority shall endure for two years from the date of passing.			
12.	Special resolution 4 – To approve that the existing MOI be deleted in its entirety and replaced with the new MOI.			

Signed by _____ on _____ 2021

Signature(s) _____

Capacity _____

NOTES TO THE FORM OF PROXY

1. Every shareholder present in person or by proxy and entitled to vote at the AGM of the company shall in the event of a poll be entitled to one vote in respect of each ordinary share in the company held by him/her.

Instructions on signing and lodging the proxy form

2. A 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 chairperson of the AGM", but any such deletion must be initialled by the shareholder. Should this space be left blank, the chairperson will exercise the proxy. 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.

3. 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. If an "X" has been inserted in one of the blocks to a particular resolution, it will indicate the voting of all the shares held by the shareholder concerned. Failure to do this shall 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 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.

4. A minor or any person under incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of the company.

5. To be valid, the completed form of proxy must be lodged with the transfer secretaries of the company:

Singular Systems Proprietary Limited to reach the company on or before 10:00 on 17 March 2021 (at least 48 (forty-eight) hours (excluding Saturdays, Sundays and public holidays) in the Republic of South Africa)) before the time appointed for the holding of the AGM.

6. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the transfer secretaries or waived by the chairperson.

7. The completion and lodging of this proxy form shall not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.

8. 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).

9. The chairperson may reject or accept any proxy form which is completed other than in accordance with these instructions, provided that he is satisfied as to the manner in which a shareholder wishes to vote.

10. The chairperson shall be entitled to decline or accept the authority of a person signing the proxy form:

- a) under a power of attorney; or
- b) on behalf of a company unless his power of attorney or authority is deposited at the offices of the company or that of the transfer secretaries not later than 10:00 on 17 March 2021 (48 (forty-eight) hours before the meeting).

11. Where there are joint holders of shares:

- a) any one holder may sign the form of proxy;
- b) the vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of shareholders appear in the company's register of shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).

12. A deletion of any printed matter and the completion of any blank space need not be signed or initialled. Any alteration or correction must be signed and not merely initialled.