

Form of proxy

TRADEHOLD LIMITED

Registration number 1970/009054/06
 Incorporated in the Republic of South Africa
 JSE Code: TDH ISIN: ZAE000152658
 ("Tradehold" or "the company")

To be completed by certificated shareholders and dematerialised shareholders with "own name" registration only.

For use at the annual general meeting ("AGM") of shareholders to be held at 10:00 on Thursday, 15 August 2019 in the boardroom at, 3rd Floor, Pepkor Building, 36 Stellenberg Road, Parow Industria 7493.

Shareholders who have dematerialised their shares with a central securities depository participant ("CSDP") or broker, other than with "own name" registration, must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the annual general meeting or the shareholders concerned must instruct them as to how they wish to vote in this regard. This must be done in terms of the custody agreement entered into between the shareholder and the CSDP or broker concerned.

I/We (full names and surname in block letters)

of (full address)

as a member of Tradehold Limited, being the registered holder ofshares in the company, hereby appoint:

1. Or

2. or

3. THE CHAIRMAN OF THE MEETING

as my/our proxy to attend, speak and vote on my/our behalf, as indicated below, at the annual general meeting of shareholders of Tradehold Ltd to be held at 10:00 on Thursday, 15 August 2019 and at any adjournment thereof:

Indicate with an X in the appropriate block:

Ordinary resolutions		In favour of	Against	Abstain
Adoption of the annual financial statements	1.			
Re-appointment of PricewaterhouseCoopers Inc	2.			
Re-appointment of Dr CH Wiese to the board	3.			
Re-appointment of Mr MJ Roberts to the board	4.			
General authority to directors to issue shares for cash	5.			
General authority to issue shares	6.			
Election of members of audit committee	7.			
Non-binding advisory vote on the remuneration policy of the company	8.			
Non-binding advisory vote on the remuneration implementation report of the company	9.			
Amendments to employee share scheme	10.			
General authority of the directors	11.			

Special resolution

Confirmation of the directors' remuneration	1.			
Financial assistance in terms of s. 45	2.			
Financial assistance in terms of s. 44	3.			
General authority to acquire shares in terms of ss. 46 and 48	4.			

Signed at this day of 2019

Signature

Form of proxy (continued)

NOTES:

1. A shareholder entitled to attend and vote at the annual general meeting shall be entitled to appoint one or more persons, who need not be shareholder of the company as his proxy to attend and speak, to vote, abstain and give or refuse consent to a decision -contemplated in section 60 of the Companies Act, No 71 of 2008 (the "Act"), in his place.
2. If a proxy form, duly signed, is lodged without specific directions as to which way the proxy is to vote, the proxy will be deemed to have been authorized to vote as he thinks fit, provided that if the proxy form specifically provides otherwise then the specific provisions of the proxy form shall prevail. A proxy may not delegate the proxy's authority to act on behalf of the shareholder to another person, unless the right to delegate is specifically contained in the proxy form and the delegation occurs by way of a further proxy form which itself complies with the requirements of the Act and the company's memorandum of incorporation (the "MOI").
3. A proxy appointment:
 - (a) is revocable;
 - (b) must be in writing, dated and signed; and
 - (c) remains valid for:
 - (i) one year after the date on which it was signed; or
 - (ii) any longer or shorter period expressly set out in the appointment unless it is revoked in a manner contemplated in Section 58(4)(c) or expires earlier as contemplated in section 58(8)(d).
4. A shareholder may not appoint more than one person concurrently as proxies, and may not appoint more than one proxy to exercise voting rights attached to different shares held by the shareholder.
5. A proxy form which complies with the Act and the MOI shall, if the AGM is adjourned or postponed, unless the contrary is stated thereon, be valid at the AGM when it resumes after such adjournment or commences after such postponement, even if it had not been lodged timeously for use at the AGM as originally scheduled (prior to the adjournment or postponement).
6. A proxy shall not be entitled to exercise any rights of the shareholder who appointed that proxy:
 - (a) until the expiry of 48 hours after the time on which the proxy form containing the appointment; or
 - (b) after midnight on the day on which the instrument revoking the appointment (if irrevocable), of that proxy was delivered to the registered office of the company (marked urgent and for the attention of the company secretary, chairperson or managing director of the company and accompanied by such proof of the identity and authority of the signatory as may reasonably be required by the board or the chairperson of any meeting referred to in the proviso to note 5) or to any other person entitled to accept the proxy form or revocation on behalf of the company; provided that the board, or the chairperson of any meeting at which the proxy wishes to exercise any rights of the shareholder, may agree to allow any such proxy form or revocation to become effective prior to the time when it would otherwise have become effective in terms of this note 5.
7. If the proxy is signed under power of attorney or on behalf of a company, such power or authority, unless previously registered with the company, must accompany it.
8. Shareholders who have dematerialised their shares with a CSDP or stockbroker, other than own name registration, must arrange with the CSDP or stockbroker concerned to provide them with the necessary authorisation to attend the annual general meeting or the shareholders concerned must instruct them as to how they wish to vote in this regard. This must be done in terms of the custody agreement entered into between the shareholder and the CSDP or stockbroker concerned.
9. Any alteration to the form of proxy must be signed, not initialled.
10. Any one of the joint holders of any share may vote either personally or by proxy at the AGM in respect of that share as if he were solely entitled to exercise that vote, and, if more than one of those joint holders is present at the AGM, either personally or by proxy, the joint holder who tenders a vote (including an abstention) and whose name stands in the securities register before the other joint holders who are present, in person or by proxy, shall be the joint holder who is entitled to vote in respect of that share.
11. The completion and lodging of this form of proxy will not preclude the signatory from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such signatory wish to do so.
12. Forms of proxy must be deposited at Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa (PO Box 61051, Marshalltown, 2107, South Africa) so as to arrive by no later than 48 hours before the commencement of the AGM. Clause 23.7 of the MOI grants the board or the chairperson of the AGM the right to allow the form of proxy to be effective for purposes of voting at the AGM if the form of proxy is validly executed and received after this time but before the commencement of the AGM.