

# SPUR CORPORATION LIMITED PROXY FORM

## Spur Corporation Limited

(Incorporated in the Republic of South Africa)

(Registration number 1998/000828/06)

Share code: SUR

ISIN: ZAE 000022653

("the Company")

## FORM OF PROXY

For use at the annual general meeting of ordinary shareholders of the Company to be conducted entirely by electronic communication as permitted by the Companies Act, No. 71 of 2008, as amended and by the Company's memorandum of incorporation at 10:00 on Wednesday, 23 December 2020 (the AGM).

I/We \_\_\_\_\_

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

telephone number \_\_\_\_\_ cell phone number: \_\_\_\_\_

email address \_\_\_\_\_

being a member of the Company and holding \_\_\_\_\_ ordinary shares, appoint

1. \_\_\_\_\_ or failing him

2. \_\_\_\_\_ or failing him

the chairman of the AGM as my/our proxy to attend and speak and, on a poll, vote for me/us on my/our behalf at the AGM of the Company held for the purpose of considering, and if deemed fit, passing with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote for and/or against such resolutions and/or abstain from voting in respect of the shares in the issued share capital of the Company registered in my/our name/s in accordance with the following instructions (see note 3):

	For	Against	Abstain
<b>Ordinary resolutions</b>			
Ordinary Resolution Number 1 – The re-election of independent non-executive directors			
1.1 Mike Bosman			
1.2 Cora Fernandez			
1.3 Prof Shirley Zinn			
Ordinary Resolution Number 2 – The election of directors appointed during the year			
2.1 André Parker			
2.2 Jesmane Boggenpoel			
2.3 Lerato Molebatsi			
2.4 Sandile Phillip			
2.5 Graeme Kiewitz			
2.6 Kevin Robertson			
2.7 Sacha Du Plessis			
Ordinary Resolution Number 3 – The re-appointment of the independent auditor and the designated auditor			
Ordinary Resolution Number 4 – The appointment of the audit committee for the ensuing year			
4.1 Cora Fernandez (chair)			
4.2 André Parker			
4.3 Jesmane Boggenpoel			
4.4 Sandile Phillip			
Ordinary Resolution Number 5 – The endorsement of the remuneration report			
5.1 Remuneration policy			
5.2 Remuneration implementation report			
Ordinary Resolution Number 6 – The approval of new long-term incentive schemes			
6.1 The adoption of the Spur Group Share Appreciation Rights Scheme 2020			
6.2 The adoption of the Spur Group Restricted Share Plan 2020			
<b>Special resolutions</b>			
Special Resolution Number 1 – The authority to repurchase shares			
Special Resolution Number 2 – The authority to provide financial assistance			
Special Resolution Number 3 – The authority to pay non-executive directors' remuneration			
3.1 Additional fees payable to non-executive directors for the 2020 financial year			
3.2 Fees payable to non-executive directors for the 2021 financial year and beyond			
3.3 Fees payable to non-executive directors for additional meetings and assignments			

(Please indicate instructions to proxy in the space provided above by the insertion therein of the relevant number of votes exercisable).

A member entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and vote in his stead. A proxy so appointed need not be a member of the Company.

SIGNED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ 2020.

SIGNATURE \_\_\_\_\_

CAPACITY AND AUTHORISATION (see note 6)

Please read the notes on the reverse side of this form of proxy.

## NOTES

- Shareholders who have dematerialised their shares with a 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 AGM 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 agreement entered into between the shareholder and the CSDP or broker concerned.
- A deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alteration must be signed, not initialled.
- A shareholder may insert the name of a proxy or the names of two alternate proxies of the shareholder's choice in the space provided, with or without deleting "the chairman of the annual general meeting". The person whose name stands first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
- A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder or his proxy is not obliged to use all the votes exercisable by the shareholder or by his proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or his proxy.
- Where there are joint holders of shares and if more than one of such joint holders is present or represented, then the person whose name appears first in the register in respect of such shares or his proxy, as the case may be, shall alone be entitled to vote in respect thereof.
- Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form, unless previously recorded by the transfer secretaries of the Company or waived by the chairman of the AGM.
- 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.
- The chairman of the AGM may reject or, provided that he is satisfied as to the manner in which a member wishes to vote, accept any form of proxy which is completed other than in accordance with these instructions.
- Proxy forms should be lodged with the transfer secretaries of the Company, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, South Africa, or posted to the transfer secretaries at Private Bag, X9000, Saxonwold, 2132, South Africa, or emailed to proxy@computershare.co.za, to be received by them not later than Tuesday, 22 December 2020, at 10:00 (South African time), provided that any form of proxy not delivered to the transfer secretaries by this time may be submitted to the transfer secretaries via email at proxy@computershare.co.za, at any time before the appointed proxy exercises any shareholder rights at the AGM.

Please note that in terms of section 58 of the Act:

- the appointment of a proxy is revocable unless the proxy appointment expressly states otherwise. If the appointment of a proxy 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 will take effect on the later of (i) the date stated in the revocation instrument; or (ii) the date on which the revocation instrument was delivered to the proxy and the Company;
- a proxy may delegate his/her authority to act on a member's behalf to another person, subject to any restriction set out in this proxy form; and
- a proxy form must be delivered to the Company, or to the transfer secretary of the Company, namely Computershare Investor Services (Pty) Ltd, before a proxy exercises any of a member's rights as a shareholder at the general meeting.

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## PARTICIPATION IN THE AGM VIA ELECTRONIC COMMUNICATION

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**Capitalised terms used in this form shall bear the meanings ascribed thereto in the notice of AGM to which this participation form is attached.**

- Shareholders or their duly appointed proxy(ies) that wish to participate in the AGM via electronic communication ("Participants"), must either 1. register online using the online registration portal at www.smartagm.co.za; or 2. apply to Computershare, by delivering this duly completed form to: Rosebank Towers, First Floor, 15 Biermann Avenue, Rosebank 2196, or posting it to Private Bag x9000, Saxonwold, 2132 (at the risk of the Participant), or by email to proxy@computershare.co.za so as to be received by Computershare by no later than 10:00 on Tuesday, 22 December 2020. Computershare will first validate such requests and confirm the identity of the shareholder in terms of section 63(1) of the Act, and, if the request is validated, further details on using the electronic communication facility will be provided.
- Important notice: Computershare shall by no later than 17:00 on Tuesday, 22 December 2020, notify Participants that have delivered valid notices in the form of this form, by email of the relevant details through which Participants can participate electronically.

### Application form

Full name of Participant: \_\_\_\_\_

ID number: \_\_\_\_\_

Email address: \_\_\_\_\_

Cell number: \_\_\_\_\_

Telephone number: Code \_\_\_\_\_ Number \_\_\_\_\_

Name of CSDP or broker (if shares are held in dematerialised format): \_\_\_\_\_

Contact number of CSDP/broker: \_\_\_\_\_

Contact person of CSDP/broker: \_\_\_\_\_

Number of share certificate (if applicable): \_\_\_\_\_

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

Terms and conditions for participation in the AGM via electronic communication

- The cost of electronic participation in the AGM is for the expense of the Participant and will be billed separately by the Participant's own service provider.
- The Participant acknowledges that the electronic communication services are provided by third parties and indemnifies Spur Corporation Limited against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against the Company, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the Participant via the electronic services to the AGM.
- The application to participate in the AGM electronically will only be deemed successful if this application form has been completed fully and signed by the Participant.
- The Company cannot guarantee there will not be a break in electronic communication that is beyond the control of the Company

Participant's name: \_\_\_\_\_

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