

# FORM OF PROXY

## SUPER GROUP LIMITED

(Incorporated in the Republic of South Africa)  
 Registration number 1943/016107/06  
 Share code: SPG ISIN: ZAE000161832  
 ("Super Group" or "the company" or "the Group")

**To be completed by registered certificated shareholders and dematerialised shareholders with own-name registration only.**

This Form of Proxy relates to the AGM of the company to be held at 27 Impala Road, Chislehurst, Sandton, 2196 on Tuesday, 28 November 2017 at 09:00 ("meeting") (see note 1) and is for use by registered shareholders whose shares are registered in their own names by the record date, Friday, 17 November 2017 (see note 2).

Terms used in this Form of Proxy have the meanings given to them in the Notice of AGM to which this Form of Proxy is attached.

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

I/We (full name in block letters)

of (address)

Email

Cell number

Telephone (work)

(home)

being a shareholder of the company and being the registered owner/s of  ordinary shares in the company (note 3)

hereby appoint  or failing him,

the Chairman of the meeting (see note 4)

to attend and participate in the meeting and to speak and to vote or abstain from voting for me/us and on my/our behalf in respect of all matters arising (including any poll and all resolutions put to the meeting) at the meeting, even if the meeting is postponed, and at any resumption thereof after any adjournment (see note 5).

My/Our proxy shall vote as follows:

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. If you do not do so, the proxy may vote or abstain at his discretion (see note 6).

	For	Against	Abstain
Ordinary resolution number 1 – Re-election of directors			
1.1 Mr Phillip Vallet			
1.2 Dr Enos Banda			
Ordinary Resolution number 2 – Reappointment of auditors			
Ordinary resolution number 3 – Re-election of the Group Audit Committee			
3.1 Mr David Rose			
3.2 Ms Mariam Cassim			
3.3 Dr Enos Banda			
Ordinary resolution number 4 – Endorsement of the Super Group remuneration policy			
Ordinary resolution number 5 – Endorsement of the implementation of the Super Group remuneration policy			
Ordinary resolution number 6 – General authority to directors to issue shares for cash			
Ordinary resolution number 7 – Signing of documents			
Special resolution number 1 – Approval of non-executive directors' fees			
Special resolution number 2 – Financial assistance to related or inter-related companies			
Special resolution number 3 – Financial assistance for subscription of securities by related or inter-related entities of the company			
Special resolution number 4 – Acquisition of securities by the company and/or its subsidiaries			
Special resolution number 5 – Amendment of the company's MOI			

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

Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Signed this

day of

2017

Signature

**Please read the notes on the reverse side hereof.**

# Instructions and notes to the **Form of Proxy**

1. This Form of Proxy will not be effective at the meeting unless received at the company's transfer office, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, by no later than 09:00 on Monday, 27 November 2017. Nevertheless, completed Forms of Proxy may be lodged with the chairperson of the AGM prior to the AGM so as to reach the chairperson prior to the commencement of voting on the resolutions to be tabled at the AGM. If a shareholder does not wish to deliver this Form of Proxy to that address, it may also be posted, at the risk of the shareholder, to Computershare Investor Services Proprietary Limited, PO Box 61051, Marshalltown, 2107.
2. This form is for use by registered shareholders who wish to appoint another person (a proxy) to represent them at the meeting. If duly authorised, companies and other corporate bodies who are registered shareholders may appoint a proxy using this form, or may appoint a representative in accordance with paragraph 12 below.

Other shareholders should not use this form. All beneficial shareholders who have dematerialised their shares through a CSDP or broker must provide the CSDP or broker with their voting instruction. Alternatively, if they wish to attend the meeting 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 shareholder and the CSDP or broker.
3. This proxy shall apply to all ordinary shares registered in the name of the shareholder who signs this Form of Proxy at the record date unless a lesser number of shares is inserted.
4. A shareholder may appoint one person of his own choice 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. 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 Form of Proxy by delivering to the company, in the manner required by these instructions, a further Form of Proxy which has been completed in a manner consistent with the authority given to the proxy in this Form of Proxy.
5. Unless revoked, the appointment of a proxy in terms of this Form of Proxy remains valid until the end of the meeting, even if the meeting or part thereof is postponed or adjourned.
6. If:
  - 6.1 a shareholder does not indicate on this instrument that the proxy is to vote in favour of or against or to abstain from voting or any resolution; or
  - 6.2 the shareholder gives contradictory instructions in relation to any matter; or
  - 6.3 any additional resolution/s which are properly put before the meeting; or
  - 6.4 any resolution listed in the Form of Proxy is modified or amended, and then 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 6.1 to 6.4, then the proxy shall comply with those instructions.
7. 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 Form of Proxy will not be effective unless:
  - 7.1 it is accompanied by a certified copy of the authority given by the shareholder to the signatory; or
  - 7.2 the company has already received a certified copy of that authority.
8. The Chairman of the meeting may, in his discretion, accept or reject any Form of Proxy 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.
9. Any alternations made in this Form of Proxy must be initialled by the authorised signatory/ies.
10. This proxy form is revoked if the shareholder who granted the proxy:
  - 10.1 gives written notice of such revocation to the company, so that it is received by the company by no later than 09:00 on Tuesday, 28 November 2017; or
  - 10.2 subsequently appoints another proxy for the meeting; or
  - 10.3 attends the meeting himself in person.
11. All notices which a shareholder is entitled to receive in relation to the company shall continue to be sent to that shareholder and shall not be sent to the proxy.

If duly authorised, companies and other corporate bodies who are shareholders of the company having shares registered in their own names may, instead of completing this Form of Proxy, 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. That 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 transfer office, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, by no later than 09:00 on Monday, 27 November 2017. Nevertheless, completed Forms of Proxy may be lodged with the chairperson of the AGM prior to the AGM so as to reach the chairperson prior to the commencement of voting on the resolutions to be tabled at the AGM. If a shareholder does not wish to deliver that notice to that address, it may also be posted, at the risk of the shareholder to Computershare Investor Services Proprietary Limited, PO Box 61051, Marshalltown, 2107.
12. The completion and lodging of this Form of Proxy does not preclude the relevant shareholder from attending the AGM and speaking and voting in person to the exclusion of any proxy appointed by the shareholder.
13. The Chairman of the AGM may accept or reject any Form of Proxy which is completed and/or received other than in accordance with these instructions, provided that he shall not accept a proxy unless he is satisfied as to the manner in which a shareholder wishes to vote.

## **Transfer secretaries' office**

Computershare Investor Services Proprietary Limited  
Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196  
(PO Box 61051, Marshalltown, 2107)