

# FORM OF PROXY



**PBT GROUP LIMITED**  
 (Incorporated in the Republic of South Africa)  
 (Registration number: 1936/008278/06)  
 JSE share code: PBG ISIN: ZAE000256319  
 ("PBT Group" or "the Company" or "the Group")

**FOR USE AT THE ANNUAL GENERAL MEETING (AGM) OF THE COMPANY TO BE HELD ENTIRELY BY ELECTRONIC COMMUNICATION ON 19 AUGUST 2022, AND AT ANY ADJOURNMENT THEREOF**

THIS FORM OF PROXY IS ONLY FOR USE BY:

- shareholders who hold their shares in certificated form; and
- shareholders who hold dematerialised shares with "own name" registration.

**Other shareholders must give their voting instructions to their CSDP or broker (see note 8).**

It is required that proxy forms be forwarded so as to reach the Transfer Secretaries by no later than 10:00 on Wednesday, 17 August 2022, so as to assist the Company to timeously verify the identity of shareholders and their proxies who wish to participate by electronic communication at the AGM. If shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration and who are entitled to participate in and vote at the AGM do not deliver the proxy forms to the Transfer Secretaries, they will nevertheless be entitled to lodge the form of proxy in respect of the AGM immediately prior to the AGM, but not later than 08:00 on the day of the meeting in accordance with the instructions therein, by e-mailing those proxy forms to TMS at proxy@tmsmeetings.co.za.

Each shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy (who need not be a shareholder of the Company) to attend, participate in and speak and vote in place of that shareholder at the AGM, and at any adjournment thereafter.

Please note the following:

- the appointment of your proxy may be suspended at any time to the extent that you choose to act directly and in person in the exercise of your rights as a shareholder at the AGM;
- the appointment of the proxy is revocable; and
- you may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy and to the Company.

Please note that any shareholder of the Company that is a company may authorise any person to act as its representative at the AGM.

Please also note that section 63(1) of the Act requires that persons wishing to participate in the AGM (including the aforementioned representative) provide satisfactory identification before they may so participate.

I/We (full name in block letters) \_\_\_\_\_

of (please print address) \_\_\_\_\_

being the registered holder/s of \_\_\_\_\_ ordinary shares hereby appoint

- \_\_\_\_\_ whom failing \_\_\_\_\_
- \_\_\_\_\_ whom failing \_\_\_\_\_
- the Chairman of the AGM, as my/our proxy to act for me/us and on my/our behalf at the AGM of the Company to be held on Friday, 19 August 2022 and at any adjournment thereof as follows:

		Number of shares		
		For	Against	Abstain
<b>Ordinary Resolution Number 1</b>	Reappointment of the independent auditor and appointment of the designated auditor of the Company			
<b>Ordinary Resolution Number 2</b>	Appointment of Pule Taukobong as Non-Executive Director			
<b>Ordinary Resolution Number 3.1</b>	Reappointment of Cheree Dyers as Non-Executive			
<b>Ordinary Resolution Number 3.2</b>	Reappointment of Tony Taylor as Non-Executive			
<b>Ordinary Resolution Number 4.1</b>	Reappointment of Arthur Winkler as Audit and Risk Committee member			
<b>Ordinary Resolution Number 4.2</b>	Reappointment of Cheree Dyers as Audit and Risk Committee member			
<b>Ordinary Resolution Number 4.3</b>	Reappointment of Tony Taylor as Audit and Risk Committee member			
<b>Ordinary Resolution Number 5</b>	General authority to issue securities for cash			
<b>Ordinary Resolution Number 6</b>	General payments			
<b>Ordinary Resolution Number 7.1</b>	Endorsement of Remuneration Policy			
<b>Ordinary Resolution Number 7.2</b>	Implementation of Remuneration Policy			
<b>Ordinary Resolution Number 8</b>	Directors' or Group Company Secretary's authority to implement resolutions			
<b>Special Resolution Number 1</b>	Financial assistance			
<b>Special Resolution Number 2</b>	Financial assistance for subscription of securities			
<b>Special Resolution Number 3</b>	General authority to repurchase shares			
<b>Special Resolution Number 4</b>	Authority to pay Non-Executive Directors' fees			

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of shares held in respect of which you desire to vote (see note 2).

This proxy shall be valid only until the AGM of the shareholders of the Company to be held on Friday, 19 August 2022 and any adjournment thereof.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 20\_\_\_\_\_.

Signature \_\_\_\_\_

(Authority of signatory to be attached if applicable – see note 5)

Assisted by me (where applicable – see note 10) \_\_\_\_\_ Telephone number \_\_\_\_\_

**Please also read the notes overleaf.**

## NOTES TO THE PROXY

1. A shareholder may insert the name of a proxy or the names of 2 (two) alternative proxies of the shareholder's choice in the space/s provided with or without deleting "the Chairman of the AGM". The person whose name appears 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.
2. 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 box provided. If there is no clear indication as to the voting instructions to the proxy, the proxy form will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholder's votes exercisable thereat.
3. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or his/her proxy, but the total of votes cast and in respect of which any abstention is recorded may not exceed the total votes exercisable by the shareholder or his/her proxy.
4. Any deletion, alteration or correction to this form of proxy must be initialled by the signatory/ies, but any such alteration or correction will only be validly made if it is accepted by the Chairperson.
5. Documentary evidence establishing the authority of a person signing this form of proxy in the representative capacity must be attached to this form of proxy unless previously recorded by the Company.
6. Forms of proxy must be delivered to JSE Investor Services Proprietary Limited before a proxy may exercise any voting rights at the AGM by returning them to JSE Investor Services Proprietary Limited, to be received on or before 10:00 on Wednesday, 17 August 2022. Forms can be posted or e-mailed. E-mail to [specialprojects@jseinvestorservices.co.za](mailto:specialprojects@jseinvestorservices.co.za) or post to JSE Investor Services Proprietary Limited, 13th Floor, 19 Ameshoff Street, Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000) or, if not so received by 10:00 on Wednesday, 17 August 2022, by e-mailing it to TMS at [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) at any time before the commencement of the AGM but not later than 08:00 on the day of the AGM.
7. The completion and lodging of this form of proxy by certificated members and dematerialised members with "own name" registration will not preclude the shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, in which case the appointment of any proxy will be suspended to the extent that the shareholder chooses to act in person in the exercise of his/her voting rights at the AGM.
8. Dematerialised shareholders, other than with "own name" registration, must advise their Central Securities Depository Participant (CSDP) or broker of their voting instructions if they are unable to attend the AGM, but wish to be represented thereat. This should be done by the cut-off time stipulated by their CSDP or broker. If, however, such members wish to attend the AGM electronically, then they will need to request their CSDP or broker to provide them with the necessary letter of representation in terms of the custody agreement entered into between the dematerialised shareholder and the CSDP or broker.
9. A form of proxy shall be deemed to include the right to demand or join in demanding a poll.
10. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company Secretary.

### Registered office

2 Mews Close  
Waterford Mews  
Century City  
7441

### Postal address

PO Box 276  
Century City  
7446  
Tel: 021 551 0937

### Transfer Secretaries

JSE Investor Services Proprietary Limited  
13th Floor, 19 Ameshoff Street, Braamfontein, 2001  
PO Box 4844  
Johannesburg, 2000