

Form of proxy

Imperial Logistics Limited

(Incorporated in the Republic of South Africa)
 (Registration number: 1946/021048/06)
 Share code: IPL
 ISIN: ZAE000067211
 (Imperial or the company)

Form of proxy

For use only by Imperial ordinary shareholders who:

- Hold their shares in certificated form (certificated ordinary shareholders).
- Have dematerialised their shares with 'own name' registration (dematerialised ordinary shareholders).

at the annual general meeting of shareholders to be held virtually at 09:30 CAT on Monday, 9 November 2020 through electronic communication or at any other adjourned or postponed date and time determined in accordance with the provisions of the Companies Act as read with the Listings Requirements (the AGM).

Dematerialised ordinary shareholders who do not have 'own name' registration who wish to attend or send a proxy to represent them at the AGM must inform their central securities depository participant (CSDP) or broker of their intention to attend or be represented at the AGM and request their CSDP or broker to issue them with the relevant letter of representation to attend or be represented at the AGM and vote. If they do not wish to attend or be represented at the AGM, they must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. In the absence of such instructions, the CSDP or broker will be obliged to vote in accordance with the instructions contained in the custody agreement mandate between the shareholder and their CSDP or broker. These shareholders must not use this form of proxy.

I/we (please print name in full)

of (address)

Telephone number Cellphone number

Email address

being an ordinary shareholder(s) of the company holding ordinary shares in the company do hereby appoint

1. or failing him/her

2. or failing him/her

3. the chairman of the AGM

as my/our proxy to vote for me/our behalf at the AGM (and any adjournment thereof) for the purpose of considering and, if deemed fit, passing with or without modifications, the following resolution to be considered at the AGM.

		Number of votes (one per share)		
		In favour of	Against	Abstain
1	Ordinary resolution 1 - approval of the financial statements			
2	Ordinary resolution 2 - appointment of auditor			
3	Ordinary resolution 3 - appointment of the members of the audit and risk committee			
	Ordinary resolution 3.1 - P Cooper			
	Ordinary resolution 3.2 - GW Dempster			
	Ordinary resolution 3.3 - NB Radebe			
	Ordinary resolution 3.4 - RJA Sparks			
4	Ordinary resolution 4 - reappointment of retiring directors			
	Ordinary resolution 4.1 - M Akoojee			
	Ordinary resolution 4.2 - P Cooper			
	Ordinary resolution 4.3 - P Langeni			
5	Ordinary resolution 5 - confirmation of the group's remuneration policy			
6	Ordinary resolution 6 - confirmation of the implementation of the group's remuneration policy			
7	Special resolution 1 - directors' fees			
		Fees from 1 July 2020 to 30 June 2021	Fees from 1 July 2021 to 30 June 2022	Euro fees from 1 July 2021 to 30 June 2022
7.1	Chairman*	R1 100 000	R1 100 000	
7.2	Deputy chairman and lead independent director*	R552 000	R552 000	
7.3	Board member	R316 000	R316 000	€86 500
7.4	Assets and liabilities committee chairman*	R202 000	R202 000	
7.5	Assets and liabilities committee member	R135 000	R135 000	€36 500
7.6	Audit and risk committee chairman*	R417 000	R417 000	
7.7	Audit and risk committee member	R208 000	R208 000	
7.8	Divisional board chairman*	R195 000	R195 000	
7.9	Divisional board member	R130 000	R130 000	
7.10	Divisional finance and risk committee chairman*	R156 000	R156 000	
7.11	Divisional finance and risk committee member	R104 000	R104 000	
7.12	Remuneration committee chairman*	R151 000	R151 000	
7.13	Remuneration committee member	R100 000	R100 000	
7.14	Nomination committee chairman*	R151 000	R151 000	
7.15	Nomination committee member	R100 000	R100 000	
7.16	Social, ethics and sustainability committee chairman*	R202 000	R202 000	
7.17	Social, ethics and sustainability committee member	R135 000	R135 000	
8	Special resolution 2 - general authority to repurchase company shares			
9	Ordinary resolution 7 - authority to issue ordinary shares			
10	Ordinary resolution 8 - authority to issue shares for cash			
11	Special resolution 3 - authority to provide financial assistance in terms of section 44			
12	Special resolution 4 - authority to provide financial assistance in terms of section 45			

Insert an X in the appropriate block. If no indications are given, the proxy will vote as he/she deems fit. Each shareholder entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a shareholder of the company) to attend, speak and vote in his/her stead.

Please read the notes on the reverse side hereof.

Signed at _____ on _____ 2020

Signature _____

Assisted by (where applicable) _____

Notes to the form of proxy

Notes and summary of salient rights in terms of section 58 of the Companies Act

1. A shareholder entitled to attend and vote at the AGM may insert the name of a proxy or the names of two alternative proxies of his/her/its choice in the space provided, with or without deleting 'the chairperson of the AGM'. A proxy need not be a shareholder of the company. The person whose name stands first on this 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 is entitled to one (1) vote on a show of hands and, on a poll, one (1) vote in respect of each ordinary share. A shareholder's instructions to the proxy must be indicated by inserting the relevant number of shares represented by the shareholder in the appropriate box. Failure to comply with this will be deemed to authorise the proxy to vote or abstain from voting at the AGM as he deems fit in respect of all the shareholder's votes.
3. If a shareholder does not indicate on this form that his proxy is to vote in favour of or against any ordinary resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the AGM be proposed, the proxy shall be entitled to vote as he deems fit.
4. The chairman of the AGM may reject or accept any form of proxy which is completed and/or received, other than in compliance with these notes.
5. The completion and lodging of this form of proxy will 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.
6. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the company or unless the chairperson of the AGM waives this requirement.
7. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the company.
8. Where there are joint holders of shares, any one of such shareholders may sign the form of proxy provided that if more than one of such holders is present or represented at the AGM, the holder whose name stands first in the register of the company in respect of such shares, or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.
9. Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy, unless it has previously been registered with the company or the transfer secretaries.
10. A proxy may delegate his/her authority to act on behalf of a shareholder to another person subject to any restriction therefore set out in this instrument of proxy.
11. The proxy appointment made herein shall remain valid for a period of one year from the date of signature unless revoked by the shareholder by cancelling it in writing or making a later inconsistent appointment of proxy and delivering a copy of the revocation instrument to the proxy and the company.
12. A vote given in accordance with the terms of this form of proxy shall be valid notwithstanding the death or mental disorder of the principal or revocation of the proxy of the authority under which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company before the commencement of the AGM (or any adjournment thereof).
13. Completed forms of proxy and the authority (if any) under which they are signed must be lodged with or mailed to the company's transfer secretaries, Computershare Investor Services Proprietary Limited, 1st Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132), to be received no later than 09:00 on Friday, 6 November 2020 for administrative purposes, or handed to the chairman of the AGM before that meeting is due to commence.
14. Any alteration or correction made to this form of proxy, other than the deletion of alternatives, must be initialled by the signatory(ies).