

## Form of proxy



### Imperial Holdings Limited

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

**If you are a dematerialised shareholder, other than with "own name" registration, do not use this form. Dematerialised shareholders' (other than with "own name" registration) should provide instructions to their appointed CSDP or broker in the form stipulated in the custody agreement entered into between the shareholder and their CSDP or broker.**

An ordinary shareholder entitled to attend and vote at the annual general meeting to be held in the boardroom of Imperial Holdings Limited, Imperial Place, Jeppe Quondam, 79 Boeing Road East, Bedfordview, Gauteng on Tuesday, 31 October 2012 at 09:00 (the AGM), is entitled to appoint a proxy to attend, speak or vote thereat in his/her stead. A proxy need not be a shareholder of the company.

All forms of proxy must be lodged at the transfer secretaries, Computershare Investor Services (Pty) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) to be received by no later than 09:00 on Monday, 29 October 2012.

I/We (Please print name in full) \_\_\_\_\_

of (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 number 1 – Financial statements			
2.	Ordinary resolution number 2 – Appointment of auditors			
3.	Ordinary resolution number 3 – Appointment of audit committee			
4.	Ordinary resolution number 4 – Appointment of directors			
	Ordinary resolution number 4.1 – Reappointment T Dingaen			
	Ordinary resolution number 4.2 – Reappointment P Langeni			
	Ordinary resolution number 4.3 – Reappointment MJ Leeming			
	Ordinary resolution number 4.4 – Reappointment MV Moosa			
5.	Ordinary resolution number 5 – Confirmation of remuneration policy			
6.	Special resolution number 1 – Directors' fees			
	6.1 Chairman R394 000			
	6.2 Deputy chairman R198 000			
	6.3 Board member R198 000			
	6.4 Assets and liabilities committee chairman R104 000			
	6.5 Assets and liabilities committee member R 69 500			
	6.6 Audit committee chairman R227 000			
	6.7 Audit committee member R114 000			
	6.8 Risk committee chairman R107 000			
	6.9 Risk committee member R 72 000			
	6.10 Remuneration and nomination committee chairman R104 000			
	6.11 Remuneration and nomination committee member R 69 500			
	6.12 Social, ethics and sustainability committee chairman R104 000			
	6.13 Social, ethics and sustainability committee member R 69 500			
7.	Special resolution number 2 – Specific authority to repurchase company shares			
8.	Special resolution number 3 – General authority to repurchase company shares			
9.	Ordinary resolution number 6 – Authority over ordinary shares			
10.	Ordinary resolution number 7 – Authority to issue shares for cash			
11.	Ordinary resolution number 8 – Authority over unissued preference shares			
12.	Special resolution number 4 – Authority to provide financial assistance			
13.	Special resolution number 5 – Adoption of MOI			

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 \_\_\_\_\_ 2012

Signature \_\_\_\_\_

Assisted by (where applicable) \_\_\_\_\_

Financial reports and notice of annual general meeting