

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 Thursday, 7 November 2013 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 (Proprietary) Limited, 11th Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) to be received by no later than 09:00 on Wednesday, 6 November 2013.

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 1 – Approval of the financial statements			
2.	Ordinary resolution 2 – Appointment of auditors			
3.	Ordinary resolution 3 – Appointment of the members of the audit committee			
	3.1 MJ Leeming			
	3.2 P Langeni			
	3.3 RJA Sparks			
	3.4 Y Waja			
4.	Ordinary resolution 4 – Reappointment of retiring directors			
	Ordinary resolution number 4.1 – Reappointment OS Arbee			
	Ordinary resolution number 4.2 – Reappointment HR Brody			
	Ordinary resolution number 4.3 – Reappointment MP de Canha			
	Ordinary resolution number 4.4 – Reappointment RL Hiemstra			
	Ordinary resolution 4.5 – Re-appointment GW Riemann			
	Ordinary resolution 4.6 – Re-appointment M Swanepoel			
5.	Ordinary resolution 5 – Confirmation of the group's remuneration policy			
6.	Special resolution 1 – Directors' fees			
	6.1 Chairman R394 000 to R742 000			
	6.2 Deputy chairman R198 000 to R371 000			
	6.3 Board member R198 000 to R212 000			
	6.4 Assets and liabilities committee chairman R104 000 to R135 000			
	6.5 Assets and liabilities committee member R69 500 to R90 000			
	6.6 Audit committee chairman R227 000 to R280 000			
	6.7 Audit committee member R114 000 to R140 000			
	6.8 Risk committee chairman R107 000 to R135 000			
	6.9 Risk committee member R72 000 to R90 000			
	6.10 Remuneration and nominations committee chairman R104 000 to R135 000			
	6.11 Remuneration and nominations committee member R69 500 to R90 000			
	6.12 Social, ethics and sustainability committee chairman R104 000 to R135 000			
	6.13 Social, ethics and sustainability committee member R69 500 to R90 000			
7.	Special resolution 2 – General authority to repurchase company shares			
8.	Ordinary resolution 6 – Authority to issue ordinary shares			
9.	Ordinary resolution 7 – Authority to issue shares for cash			
10.	Ordinary resolution 8 – Authority to issue non-redeemable preference shares			
11.	Special resolution 3 – Authority to provide financial assistance			

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 _____ 2013

Signature _____

Assisted by (where applicable) _____