

Form of proxy

Imperial	4
Logistics	44
Motus	84
Shareholder info	122

Imperial Holdings Limited

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

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 at 09:00 (CAT) on Tuesday, 30 October 2018 at Hyundai Head Office (Training Centre), corner Norman Road and Lucas Lane, Bedfordview, Johannesburg, Gauteng, 2007, 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 them 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 number 1 – Approval of financial statements			
2.	Ordinary resolution number 2 – Appointment of auditors			
3.	Ordinary resolution number 3 – Appointment of members of the audit and risk committee			
	Ordinary resolution number 3.1 – GW Dempster			
	Ordinary resolution number 3.2 – RJA Sparks			
	Ordinary resolution number 3.3 – P Cooper			
4.	Ordinary resolution number 4 – Reappointment of retiring directors			
	Ordinary resolution number 4.1 – Reappointment P Cooper			
	Ordinary resolution number 4.2 – Reappointment P Langeni			
	Ordinary resolution number 4.3 – Reappointment T Skweyiya			
5.	Ordinary resolution number 5 – Confirmation of remuneration policy			
6.	Ordinary resolution number 6 – Implementation of remuneration policy			
7.	Special resolution number 1 – Directors' fees			
		Fees from 1 July 2018 to 30 June 2019	Fees from 1 July 2019 to 30 June 2020	
7.1	Chairman*	R993 000	R1 052 500	
7.2	Deputy chairman and lead independent director*	R496 500	R526 000	
7.3	Board member	R284 000	R301 000	
7.4	Assets and liabilities committee chairman*	R181 000	R192 000	
7.5	Assets and liabilities committee member	R120 500	R128 000	
7.6	Audit and risk committee chairman*	R375 000	R397 500	
7.7	Audit and risk committee member	R187 500	R198 000	
7.8	Divisional board member	R168 500	R179 000	
7.9	Divisional finance and risk committee member	R67 500	R71 500	
7.10	Remuneration committee chairman	R135 500	R143 500	
7.11	Remuneration committee member	R90 000	R95 500	
7.12	Nomination committee chairman	R135 500	R143 500	
7.13	Nomination committee member	R90 000	R95 500	
7.14	Social, ethics and sustainability committee chairman*	R181 500	R192 000	
7.15	Social, ethics and sustainability committee member	R120 500	R128 000	
8.	Special resolution number 2 – General authority to repurchase company securities			
9.	Ordinary resolution number 7 – Authority to issue ordinary shares			
10.	Ordinary resolution number 8 – Authority to issue shares for cash			
11.	Special resolution number 3 – Authority to provide financial assistance – section 44			
12.	Special resolution number 4 – Authority to provide financial assistance – 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 _____ 2018

Signature _____

Assisted by (where applicable) _____