

Form of proxy

Imperial Holdings Limited

(Incorporated in the Republic of South Africa)
(Registration number: 1946/021048/06)
Share Code: IPL
ISIN: ZAE000067211
("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 2017 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, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) to be received by no later than 09:00 on Friday, 27 October 2017.

I/We (Please print name in full)

of (address)

Telephone number

Cellphone number

e-mail 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 – Financial Statements			
2. Ordinary Resolution 2 – Appointment of auditors			
3. Ordinary Resolution 3 – Appointment of audit committee			
Ordinary Resolution 3. 1 – GW Dempster			
Ordinary Resolution 3. 2 – T Skweyiya (Dingaan)			
Ordinary Resolution 3. 3 – P Langeni			
Ordinary Resolution 3. 4 – RJA Sparks			
Ordinary Resolution 3. 5 – Y Waja			
4. Ordinary Resolution 4 – Re-appointment of directors			
Ordinary Resolution 4. 1 – OS Arbee			
Ordinary Resolution 4.2 – GW Dempster			
Ordinary Resolution 4.3 – SP Kana			
Ordinary Resolution 4.4 – MV Moosa			
Ordinary Resolution 4.5 – Y Waja			
5. Ordinary Resolution 5- Confirmation of M Akoojee			
6. Ordinary Resolution 6- Confirmation of remuneration policy			
7. Ordinary Resolution 7- Implementation of remuneration policy			
8. Special Resolution 1 – Directors' fees			
	Fee from 1 July 2017 to 30 June 2018	Fee from 1 July 2018 to 30 June 2019	
8.1 Chairperson*	R937 000	R993 000	
8.2 Deputy chairperson and lead independent director*	R468 500	R496 500	
8.3 Board member	R268 000	R284 000	
8.4 Assets and liabilities committee chairperson*	R170 500	R181 000	
8.5 Assets and liabilities committee member	R113 500	R120 500	
8.6 Audit committee chairperson*	R354 000	R375 000	
8.7 Audit committee member	R176 500	R187 000	
8.8 Divisional board member: Motus division	R132 500	R140 500	
8.9 Divisional board member: Logistics division	R159 000	R168 500	
8.10 Divisional Finance and Risk committee member: Motus	R53 000	R56 000	
8.11 Divisional Finance and Risk committee member: Logistics	R63 600	R67 500	
8.12 Investment committee chairperson*	R354 000	R375 000	
8.13 Investment committee member	R176 500	R187 000	
8.14 Risk Committee chairman*	R170 500	R181 000	
8.15 Risk committee member	R113 500	R120 500	
8.16 Remuneration committee chairperson	R128 000	R135 500	
8.17 Remuneration committee member	R84 500	R90 000	
8.18 Nomination committee chairperson	R128 000	R135 500	
8.19 Nomination committee member	R84 500	R90 000	
8.20 Social, ethics and sustainability committee chairperson *	R170 500	R181 000	
8.21 Social, ethics and sustainability committee member	R113 500	R120 500	
9. Special Resolution 2 – General authority to repurchase Company shares			
10. Ordinary Resolution 8 – Authority over unissued ordinary shares			
11. Ordinary Resolution 9 – Authority to issue shares for cash			
12. Ordinary Resolution 10 – Authority over unissued preference shares			
13. Special Resolution 3 – Authority to provide financial assistance- s44			
14. Special Resolution 4 – Authority to provide financial assistance – s45			

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

2017

Signature

Assisted by (where applicable)