

FORM OF PROXY

GRAND PARADE INVESTMENTS LTD

(Incorporated in the Republic of South Africa)
 (Registration number: 1997/003548/06)
 Share code: GPL
 ISIN: ZAE000119814
 ("GPI" or "the Company")

TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS AND DEMATERIALIZED SHAREHOLDERS WITH OWN-NAME REGISTRATION ONLY

For use by Shareholders at the Annual General Meeting of the Company, to be held at 18:30 on Thursday, 28 November 2019 in the Market Hall at the Grand West Casino, Jakes Gerwel Drive, Goodwood, Cape Town, Western Cape, or any adjourned or postponed meeting.

If you are a Dematerialised Shareholder without Own-Name Registration you must not complete this Form of Proxy but must instruct your CSDP or Broker as to how you wish to vote. This must be done in terms of the Custody Agreement between you and your CSDP or Broker.

I/We _____

of (address) _____

being the holder(s) of _____ Certificated Shares or Dematerialised Shares with Own-Name Registration hereby appoint (see notes 1 and 2):

1. _____ or failing him/her,

2. _____ or failing him/her,

3. _____ the Chairman of the Annual General Meeting,

as my/our proxy to attend, speak and vote for me/us at the Annual General Meeting (or any adjournment thereof) for purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the Shares registered in my/our name(s), in accordance with the following instruction (see notes):

	For	Against	Abstain
Ordinary Resolution Number 1 Re-election of Mr A Abercrombie as a non-executive director			
Ordinary Resolution Number 2 Re-election of Mr M Bowman as a non-executive director			
Ordinary Resolution Number 3 Re-election of Ms R van Dijk as a non-executive director			
Ordinary Resolution Number 4 Confirmation of appointment of Mr M Tajbhai as an executive director			
Ordinary Resolution Number 5 Confirmation of appointment of Dr H Adams as a non-executive director			
Ordinary Resolution Number 6 Confirmation of appointment of Mr K Pillay as a non-executive director			
Ordinary Resolution Number 7 Re-appointment of Prof W Geach as a member of the audit and risk committee			
Ordinary Resolution Number 8 Appointment of Ms R van Dijk as a member of the audit and risk committee			
Ordinary Resolution Number 9 Appointment of Mr K Pillay as a member of the audit and risk committee			
Ordinary Resolution Number 10 Re-appointment of EY as independent auditor			
Ordinary Resolution Number 11 Non-binding advisory vote on the Company's remuneration policy			
Ordinary Resolution Number 12 Non-binding advisory vote on the Company's implementation report on the remuneration policy			
Special Resolution 1.1 Remuneration of the non-executive chairperson			
Special Resolution 1.2 Remuneration of the lead independent director			
Special Resolution 1.3 Remuneration of other non-executive directors			
Special Resolution 1.4 Remuneration of committee chairpersons			
Special Resolution 1.5 Remuneration of committee members			
Special Resolution Number 2 Share repurchases by the Company and its subsidiaries			
Special Resolution Number 3 Inter-company financial assistance			
Special Resolution Number 4 Financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company			

* One vote per Share held by Shareholders. Shareholders must insert the relevant number of votes they wish to vote in the appropriate box provided.

Signed at _____ on _____ 2019

Signature _____ Capacity of signatory (where applicable)

Note: Authority of signatory to be attached – see notes 8 and 9.

Telephone number _____ Cellphone number _____

Assisted by me (where applicable) _____

Full name _____ Capacity _____ Signature _____

SUMMARY OF RIGHTS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

In terms of section 58 of the Companies Act:

- A shareholder may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at, a Shareholders' meeting on behalf of such shareholder.
- A Shareholder may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
- A proxy may delegate his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy.
- Irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder.
- Any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise.
- If an appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the relevant company.
- A proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise.
- If the instrument appointing a proxy or proxies has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act or such company's memorandum of incorporation to be delivered to a shareholder must be delivered by such company to:
 - the relevant shareholder; or
 - the proxy or proxies, if the relevant shareholder has:
 - (i) directed such company to do so, in writing and
 - (ii) paid any reasonable fee charged by such company for doing so.

Notes:

1. Each Shareholder is entitled to appoint 1 (one) (or more) proxies (none of whom need be a Shareholder of the Company) to attend, speak and vote in place of that Shareholder at the Annual General Meeting.
2. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space/s provided with or without deleting "the Chairman of the Annual General Meeting" but the Shareholder must initial any such deletion. The person whose name stands first on the Form of Proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
3. A Shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the Shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise and direct the Chairman of the Annual General Meeting, if the Chairman is the authorised proxy, to vote in favour of the resolutions, or any other proxy to vote or abstain from voting at the Annual General Meeting as he/she deems fit, in respect of all the Shareholder's votes exercisable at the Annual General Meeting.
4. To be valid, completed Forms of Proxy must be received by the Transfer Secretaries, namely, Computershare Investor Services Proprietary Limited, at any of the addresses below by not later than 18:30 on Tuesday, 26 November 2019, provided that any form of proxy not delivered to the transfer secretary by this time may be handed to the chairman of the Annual General Meeting prior to the commencement of the Annual General Meeting, at any time before the appointed proxy exercises any shareholder rights at the Annual General Meeting
 - By e-mail: proxy@computershare.co.za;
 - By hand: Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196,
 - By post: PO Box 61051, Marshalltown, 2107 (Note that postal delivery by the due date is at the risk of the Shareholder).
5. The completion and lodging of this Form of Proxy will not preclude the relevant Shareholder from attending the Annual General Meeting 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. The Chairman of the Annual General Meeting may accept or reject any Form of Proxy not completed and/or received in accordance with these notes or with the memorandum of incorporation of the Company.
7. Any alteration or correction made to this Form of Proxy must be initialled by the signatory/ies.
8. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this Form of Proxy, unless previously recorded by the Company or the Transfer Secretaries.
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 been registered by the Company or the Transfer Secretaries or waived by the Chairman of the Annual General Meeting.
10. Where Shares are held jointly, all joint holders are required to sign this Form of Proxy.
11. A minor Shareholder must be assisted by his/her parent/guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company or the Transfer Secretaries.
12. Dematerialised Shareholders without Own Name Registration and who wish to attend the Annual General Meeting, or to vote by way of proxy, must contact their CSDP or Broker who will furnish them with the necessary letter of representation to attend the Annual General Meeting or to be represented thereat by proxy. This must be done in terms of the Custody Agreement between the Shareholder and his/her CSDP or Broker.
13. This Form of Proxy shall be valid at any resumption of an adjourned meeting to which it relates although this Form of Proxy shall not be used at the resumption of an adjourned meeting if it could not have been used at the Annual General Meeting from which it was adjourned for any reason other than it was not lodged timeously for the Annual General Meeting from which the adjournment took place. This Form of Proxy shall in addition to the authority conferred by the Companies Act except insofar as it provides otherwise, be deemed to confer the power generally to act at the Annual General Meeting in question, subject to any specific direction contained in this Form of Proxy as to the manner of voting.
14. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Share in respect of which the proxy is given, provided that no notification in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Transfer Secretaries before the commencement of the Annual General Meeting or adjourned Annual General Meeting at which the proxy is used.
15. In terms of section 58 of the Companies Act, unless revoked, an appointment of a proxy pursuant to this Form of Proxy remains valid only until the end of the Annual General Meeting or any adjournment of the Annual General Meeting.

Business address and registered office

10th Floor, 33 on Heerengracht, Foreshore, Cape Town, 8001
PO Box 6563, Roggebaai, 8012

Transfer secretaries

Computershare Investor Services Proprietary Limited
PO Box 61051, Marshalltown, 2107
Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196