

FORM OF PROXY

HULISANI LIMITED

Incorporated in the Republic of South Africa

(Registration number: 2015/363903/06)

Share code: HUL ISIN: ZAE000212072

(Hulisani or the company)

Form of proxy – for use by certificated and own-name dematerialised shareholders only. This form is available on our website at www.hulisani.co.za.

For use at the 5th annual general meeting of shareholders of Hulisani which will be held, subject to any cancellation, postponement or adjournment, entirely via a remote interactive electronic platform on Friday, 28 August 2020, commencing at 12:00 (“AGM”).

I/We _____ (Full name in print)
 of _____ (address)
 Telephone: (Work) _____ Telephone: (Home) _____ Cell phone: _____
 being the registered holder of _____ shares in the Company, hereby appoint:

1. or failing him/her _____

2. or failing him/her _____

the chairperson of the AGM,

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

	NUMBER OF SHARES		
	IN FAVOUR	AGAINST	ABSTAIN
Ordinary resolution number 1: To re-elect Ms Dudu Hlatshwayo as Director			
Ordinary resolution number 2: To re-elect Mr Pat Mdoda as Director			
Ordinary resolution number 3: To confirm the appointment of Ms Thandiwe Godongwana as Director			
Ordinary resolution number 4: To confirm the appointment of Ms Karabo Kekana as Director			
Ordinary resolution number 5: To re-appoint Mr Harald Schaaf as a member of the Audit and Risk Committee			
Ordinary resolution number 6: To re-appoint Ms Dudu Hlatshwayo as a member of the Audit and Risk Committee			
Ordinary resolution number 7: To appoint Ms Karabo Kekana as a member of the Audit and Risk Committee			
Ordinary resolution number 8: To appoint BDO South Africa as the Auditor			
Ordinary resolution number 9: Non-binding endorsement of the Company's Remuneration Policy			
Ordinary resolution number 10: Non-binding endorsement of the Company's Implementation Report on the Remuneration Policy			
Ordinary resolution number 11: General authority to issue ordinary shares for cash			
Special resolution number 1: Remuneration of Non-executive Directors			
Special resolution number 2: Inter-company financial assistance			
Special resolution number 3: Financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company			
Special resolution number 4: Share repurchases by the Company			

Please indicate your voting instruction by way of inserting the number of shares or by a cross in the space provided should you wish to vote all of your shares.

Signed at _____ on this _____ day of _____ 2020.

Signature(s) _____

Assisted by (where applicable) _____ (state capacity and full name) _____

Each Hulisani shareholder is entitled to appoint one or more proxy(ies) (who need not be shareholder(s) of the company to attend, speak and vote in his/her stead at the AGM.

Please read the notes overleaf:

NOTES

1. A Hulisani 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 Chairperson of the AGM". The person whose name appears first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
2. A Hulisani shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of shares to be voted on behalf of that shareholder in the appropriate box provided or by the insertion of a cross if all shares to be voted on behalf of that shareholder. Failure to comply with the above will be deemed to authorise the Chairperson of the AGM, if he/she is the authorised proxy, to vote in favour of the resolutions at the AGM, or any other proxy to vote or to abstain from voting at the AGM as he/she deems fit, in respect of all the shares concerned. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or his/her proxy, but the total of the votes cast and in respect whereof abstentions are recorded, may not exceed the total of the votes exercisable by the shareholder or his/her proxy.
3. When there are joint registered holders of any shares, any one of such persons may vote at the AGM in respect of such shares as if he/she was solely entitled thereto, but, if more than one of such joint holders are present or represented at any AGM, that one of the said persons whose name stands first in the register in respect of such shares or his/ her proxy, as the case may be, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member, in whose name any shares stand, shall be deemed joint holders thereof.
4. Forms of proxy must be completed and lodged at or posted to the transfer secretary, Computershare Investor Services (Pty) Ltd (Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or Private Bag X9000, Saxonwold, 2132), or emailed to proxy@computershare.co.za so as to be received by the Transfer Secretaries by not later than 12:00 on Wednesday, 26 August 2020, provided that any form of proxy not delivered to the transfer secretary by this time may be submitted to the Transfer Secretaries via email at proxy@computershare.co.za at any time before the appointed proxy exercises any shareholder rights at the AGM.
5. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).
6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company's Transfer Secretaries or waived by the Chairperson of the AGM.
7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and participating in and voting thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.