

# Form of proxy

## ASSORE LIMITED

(Incorporated in the Republic of South Africa)  
 (Registration number: 1950/037394/06)  
 Share code: ASR ISIN: ZAE000146932  
 (Assore or the company)

For use only by shareholders holding certificated shares and shareholders who have dematerialised their shares and have elected "own name" registration in the sub-register maintained by the Central Securities Depository Participant (CSDP), attending the Annual General Meeting (AGM) of Assore ordinary shareholders to be held at 10:30, on Friday, 27 November 2015 at the registered office of Assore, located at Assore House, 15 Fricker Road, Illovo Boulevard, Johannesburg.

Shareholders who have dematerialised their shares through a CSDP or broker and have not elected "own name" registration in the sub-register maintained by the CSDP must not complete this form of proxy, but should instruct their CSDP or broker to issue them with the necessary letter of representation to attend the AGM or, if they do not wish to attend the AGM, but wish to be represented thereat, they may provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between such ordinary shareholders and their CSDP or broker.

### Form of proxy for the AGM of Assore ordinary shareholders (refer notes on completion attached)

I/We \_\_\_\_\_  
 (Names in block letters)

of \_\_\_\_\_  
 (Address)

being the holder/s of \_\_\_\_\_ ordinary shares  
 in the company, hereby appoint/s (see note 1 overleaf)

1. \_\_\_\_\_  
 of \_\_\_\_\_ or failing him/her

2. \_\_\_\_\_  
 of \_\_\_\_\_ or failing him/her

3. the Chairman of Assore, or failing him, the Chairman of the AGM as my/our proxy to vote for me/us on my/our behalf at the AGM of Assore to be held at Assore House, 15 Fricker Road, Illovo Boulevard, Johannesburg on Friday, 27 November 2015 at 10:30 or at any adjournment thereof.

I/We desire to vote as follows (see note 2 overleaf):

	For	Against	Abstain
<b>Ordinary resolution number 1</b> Re-election of Mr EM Southey as a director of the company			
<b>Ordinary resolution number 2</b> Re-election of Mr WF Urmson as a director of the company			
<b>Ordinary resolution number 3</b> Re-election of Ms TN Mgoduso as a director of the company			
<b>Ordinary resolution number 4</b> Re-election of Ms IN Mkhari as a director of the company			
<b>Ordinary resolution number 5</b> Re-election of Messrs EM Southey, S Mhlarhi and WF Urmson as members of the Audit and Risk Committee of the company			
<b>Advisory endorsement of the remuneration policy</b> Advisory endorsement of the remuneration policy			
<b>Special resolution number 1</b> General authorisation for Assore to provide financial assistance to subsidiary and inter-related companies of Assore			

Unless otherwise instructed, my/our proxy may vote or abstain from voting as he/she thinks fit.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2015

Signature \_\_\_\_\_

Assisted by me (where applicable) \_\_\_\_\_

**Please see notes overleaf**

## Notes to the form of proxy

1. A shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder of the company) to attend, speak and vote in the place of that shareholder at the AGM. A shareholder may therefore insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the Chairman of Assore, or failing him, the Chairman of the AGM". The person whose name stands 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 shareholder's instructions to the proxy must be indicated by the insertion of an "X" in the appropriate box alongside the resolution concerned. Failure to comply with the above will be deemed to authorise the Chairman of the AGM, if he is the authorised proxy, to vote in favour of the resolutions at the AGM, or any other proxy to vote or abstain from voting at the AGM as he/she deems fit, in respect of the shareholder's total holding.
3. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
4. Every shareholder present in person or by proxy and entitled to vote shall, on a show of hands, have only one vote and, upon a poll, every shareholder shall have one vote for every ordinary share held.
5. In the case of joint holders, the vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders for which purpose seniority will be determined by the order in which the names stand in the register of shareholders in respect of joint holding(s).
6. Documentary evidence establishing the authority of the person signing this form of proxy in a representative capacity (eg for a company, close corporation, trust, pension fund, deceased estate, etc) must be attached to this form of proxy unless previously recorded by the transfer secretaries of Assore or waived by the Chairman of the AGM.
7. The Chairman of the AGM 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 Assore.
8. Completed forms of proxy and the authority under which they are signed (if any) must be lodged with or posted to either Assore's registered office, Assore House, 15 Fricker Road, Illovo Boulevard, Johannesburg, 2196 (Private Bag X03, Northlands, 2116) or its transfer secretaries (being Computershare Investor Services Proprietary Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61763, Marshalltown, 2107)), to be received by no later than 10:30 on Wednesday, 25 November 2015.