

FORM OF PROXY

NOVUS HOLDINGS LIMITED

(Incorporated in the Republic of South Africa) / (Registration number 2008/011165/06
(Share code: NVS) (ISIN: ZAE 000202149 / ("the Company")

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD AT

10 Freedom Way, Marconi Beam, Montague Gardens (the registered office of the company) on Friday, 17 August 2018 at 10h00

- FOR USE BY CERTIFICATED ORDINARY SHAREHOLDERS AND DEMATERIALIZED ORDINARY SHAREHOLDERS WITH 'OWN NAME' REGISTRATION ONLY

Holders of dematerialised ordinary shares other than 'own name' registration must inform their Participant (previously CSDP) or Broker of their intention to attend the Annual General Meeting and request their Participant to issue them with the necessary letter of representation to attend the Annual General Meeting in person or provide their Participant or Broker with their voting instructions should they not wish to attend the Annual General Meeting in person but wish to be represented thereat.

I/WE

Full names (please print)

OF ADDRESS

being the registered holder(s) ofordinary shares in the share capital of the Company, do hereby appoint:

- or failing him/her,
- or failing him/her,

the Chairman of the Annual General Meeting as my/our Proxy to act for me/us and on my/our behalf at the Annual General Meeting of the Company which will be held on **Friday, 17 August 2018 at 10h00** and at any adjournment thereof for the purpose 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 such Resolutions and/or abstain from voting in respect of the shares registered in my/our name/s, in accordance with the following instructions:

		NUMBER OF ORDINARY SHARES		
		For	Against	Abstain
1.	Ordinary Resolution No. 1 : Consider and Acceptance of Financial Statements			
2.	Ordinary Resolution No. 2 : Re- appointment of Auditor			
3.1.	Ordinary Resolution No. 3.1 : Confirmation of Appointment of Executive Director – Neil William Birch			
4.1	Ordinary Resolution No. 4.1 : Confirmation of Appointment of Non-Executive Director – Lulama Mtanga			
4.2	Ordinary Resolution No. 4.2 : Confirmation of Appointment of Non-Executive Director – Noluvuyo Mkhondo			
5.	Ordinary Resolution No. 5 : Re-election of Non-Executive Director – Christoffel Botha			
6.1	Ordinary Resolution No. 6.2 : Re-appointment of member of Audit Committee – Christoffel Botha			
6.2	Ordinary Resolution No. 6.3 : Appointment of member of Audit Committee – Lulama Mtanga			
7.1	Ordinary Resolution No. 7.1 : Endorsement of the remuneration policy			
7.2	Ordinary Resolution No. 7.2 : Endorsement of the implementation report			
8.	Ordinary Resolution No. 8 : General authority to Directors to allot and issue authorised but unissued ordinary shares			
9.	Ordinary Resolution No. 9 : General authority to issue ordinary shares for cash			
10.	Ordinary Resolution No. 10 : Approval of Odd-lot Offer			
11.	Ordinary Resolution No. 11 : Signing Powers			
12.1	Special Resolution No. 1.1 : Remuneration of Directors – Chairman			
12.2	Special Resolution No. 1.2 : Remuneration of Directors (other than the Chairman) and committee members			
13.	Special Resolution No. 2 : Financial Assistance in terms of Section 44			
14.	Special Resolution No. 3 : Financial Assistance in terms of Section 45			
15.	Special Resolution No. 4 : General Authority to acquire (repurchase) Shares			
16.	Special Resolution No. 5 : Amendment of ESOP – Maximum limit of 5% of issued shares			
17.1	Special Resolution No. 6.1 : Amendment of ESOP – Additional Schemes			
17.2	Special Resolution No. 6.2 : Grant of rights under SAR Scheme – Performance Criteria			
17.3	Special Resolution No. 6.3 : Grant of rights under Deferred Bonus Plan Scheme			
18.	Special Resolution No. 7 : Implementation of the Odd-lot Offer with specific authority to repurchase shares from Odd-lot Holders			

Please indicate with an 'X' in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the Proxy will be entitled to vote or abstain as he/she deems fit.

FORM OF PROXY

Note: A Shareholder entitled to attend, speak and vote is entitled to appoint one Proxy to attend, speak and vote in his stead, and such Proxy need not be a Shareholder of the Company.

Signed at _____ on _____ 2018

Signature _____ Assisted by me (where applicable) _____

NOTES TO FORM OF PROXY AND SUMMARY OF APPLICABLE RIGHTS ESTABLISHED BY SECTION 58 OF THE COMPANIES ACT, 2008 (“COMPANIES ACT”)

1. An Ordinary Shareholder holding dematerialised shares by ‘own name’ registration, or who holds shares that are not dematerialised, is entitled to 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 the Shareholder. Such Ordinary Shareholder may insert the name of one Proxy or the names of two alternative Proxies of the Ordinary Shareholder’s choice in the space provided, with or without deleting ‘the Chairman of the Annual General Meeting’, provided that any such deletion must be signed in full by the Shareholder. The person whose name stands first on the Proxy Form and who is present at the Annual General Meeting will be entitled to act as Proxy to the exclusion of those whose names follow. Should a Proxy Form not be specified, this will be exercised by the Chairman of the Annual General Meeting. A Proxy need not be a Shareholder of the Company.
2. All Resolutions put to the vote shall be decided by a polled vote in accordance with clause 26.3 of the Memorandum of Incorporation of the Company. An Ordinary Shareholder is entitled to 1 (one) vote on a show of hands irrespective of the number of shares held and on a poll to 1 (one) vote per ordinary share held.
3. An Ordinary Shareholder’s instructions to the Proxy must be indicated by inserting the relevant number of votes exercisable by the Ordinary Shareholder in the appropriate box(es). An ‘X’ in the appropriate box indicates the maximum number of votes exercisable by that Shareholder in respect of the Resolution in question, otherwise the instructions to the Proxy by the relevant Shareholder must be indicated by the insertion of the relevant number of voting rights exercisable by that Shareholder in the appropriate space (box) provided. If no indication is given, the Proxy will be entitled to vote or abstain as he/she deems fit. An Ordinary Shareholder or his/her Proxy is not obliged to use all the votes exercisable by such Shareholder, or to cast all those votes exercised in the same way, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the voting rights exercisable by such Shareholder.
4. A proxy appointment must be in writing, dated and signed in full by the relevant Shareholder on the prescribed Proxy Form, and any alteration or correction made to this Proxy Form must be signed in full and not initialled by the signatory.
5. Documentary evidence establishing the authority of a person signing this Proxy Form in a representative capacity must be attached to this Form, unless previously recorded by the Company or waived by the Chairman of the Annual General Meeting in his discretion.
6. A minor must be assisted by his/her parent/guardian and the relevant documentary evidence establishing his/her legal capacity must be attached to this Proxy Form, unless previously recorded by the Company or waived by the Chairman of the Annual General Meeting in his discretion.
7. When there are joint holders of shares, all joint holders must sign this Proxy Form.
9. A Proxy may not delegate his/her authority to act on behalf of the Shareholder, to another person, other than the Chairman of the Annual General Meeting.
10. The appointment of a Proxy or Proxies:
 - (a) is suspended at any time to the extent that the Shareholder in question chooses to act directly and in person in the exercise of any rights as a shareholder, to the exclusion of the Proxy appointed by such Shareholder;
 - (b) is revocable, and the shareholder may revoke the proxy appointment by:
 - (i) cancelling it in writing or making a later dated inconsistent appointment of another Proxy; and
 - (ii) delivering a copy of the revocation instrument to the Proxy and to the Company.
11. Should the instrument appointing a Proxy or Proxies have been delivered to the Company, as long as the appointment remains in effect, any notice that is required by the Companies Act or the Company’s Memorandum of Incorporation to be delivered by such Company to the Shareholder, shall in such instance be delivered by the Company to:
 - (a) the Shareholder; or
 - (b) the Proxy or Proxies, if the Shareholder has directed the Company to do so in writing and has paid any reasonable fee charged by the Company for doing so.
12. The appointment of a Proxy remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Companies Act; Provided that an instrument of proxy shall be valid for any adjournment or postponement of the Annual General Meeting, as well as for the meeting to which it relates, unless the contrary is stated therein, but shall not be used at the resumption of an adjourned Annual General Meeting if it could not have been used at the Annual General Meeting from which it was adjourned for any reason other than that it was not lodged timeously for the meeting from which the adjournment took place.
13. Failure to comply with the above-mentioned will result in the Proxy not being authorised to vote or to abstain from voting at the Annual General Meeting in respect of the Shareholder’s votes, except in the case where the Chairman of the Annual General Meeting is the Proxy. The Chairman of the Annual General Meeting may reject or accept any Proxy Form which is completed and/or received, other than in compliance with these Notes.
14. The form appointing a Proxy and the authority (if any) under which it is signed, must reach the Transfer Secretaries of the Company (Link Market Services South Africa Proprietary Limited, 13th floor, Rennie House, 19 Ameshoff Street, Braamfontein 2001 or PO Box 4844, Johannesburg 2000) by no later than 10H00 on 15 AUGUST 2018 (i.e. at least 48 hours before the commencement of the Annual General Meeting or adjourned meeting at which the Proxy intends to exercise that Shareholder’s rights).

ADDITIONAL FORMS OF PROXY ARE AVAILABLE FROM THE TRANSFER SECRETARIES ON REQUEST.