

# Form of proxy

## Barloworld Limited

(Incorporated in the Republic of South Africa)  
 Company registration number 1918/000095/06  
 JSE code: BAW  
 ISIN: ZAE000026639  
 (the company)

**Only for the use of registered holders of certificated ordinary shares (ordinary shares) and certificated 6% non-redeemable cumulative preference shares (preference shares) in the company and holders of dematerialised ordinary shares with own name registration and dematerialised preference shares with own-name registration at the annual general meeting to be held in the Tokyo Meeting Room, Barlow Park, 180 Katherine Street, Sandton, on Thursday, 14 February 2019 at 12:30 (South African time).**

Holders of shares in the company (whether certificated or dematerialised) through a nominee must not complete this form of proxy but should inform that nominee timeously, or, if applicable, their Central Securities Depository Participant (CSDP) or stockbroker of their intention to attend the annual general meeting (AGM) and request such nominee, CSDP or stockbroker to issue them with the necessary authorisation to attend or provide such nominee, CSDP or stockbroker with their voting instructions should they not wish to attend the AGM in person. Such shareholders must not return this form of proxy to the transfer secretaries.

I/We \_\_\_\_\_ of \_\_\_\_\_  
 being the holder(s) of \_\_\_\_\_ ordinary shares or  
 being the holder(s) of \_\_\_\_\_ preference shares  
 hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
 or, failing him/her \_\_\_\_\_

hereby appoint the chairman of the AGM, as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolution(s) to be proposed at the meeting and at each adjournment of the meeting and to vote for or against such resolutions or to abstain from voting in respect of the ordinary shares or the preference shares registered in my/our name, in accordance with the following instructions (see note 9).

### Part A – to be completed by ordinary shareholders

\* Insert an "X" or the number of ordinary shares (see note 9).

| Ordinary resolutions  | For | Against | Abstain |
|---|-----|---------|---------|
| <b>Ordinary resolution 1:</b> Acceptance of financial statements  |     |         |         |
| <b>Ordinary resolution 2:</b> Re-election of Ms NP Dongwana   |     |         |         |
| <b>Ordinary resolution 3:</b> Re-election of Ms O Ighodaro  |     |         |         |
| <b>Ordinary resolution 4:</b> Election of Ms Neo Mokhesi  |     |         |         |
| <b>Ordinary resolution 5:</b> Election of Mr Hugh Molotsi   |     |         |         |
| <b>Ordinary resolution 6:</b> Re-election of Mr SS Ntsaluba as a member and chair of the audit committee                            |     |         |         |
| <b>Ordinary resolution 7:</b> Re-election of Ms FNO Edozien as a member of the audit committee                                      |     |         |         |
| <b>Ordinary resolution 8:</b> Re-election of Ms HH Hickey as a member of the audit committee  |     |         |         |
| <b>Ordinary resolution 9:</b> Re-election of Mr M Lynch-Bell as a member of the audit committee                                     |     |         |         |
| <b>Ordinary resolution 10:</b> Re-election of MS NP Mnxasana as a member of the audit committee                                     |     |         |         |
| <b>Ordinary resolution 11:</b> Appointment of external auditor  |     |         |         |
| <b>Ordinary resolution 12.1:</b> Non-binding advisory vote on remuneration policy   |     |         |         |
| <b>Ordinary resolution 12.2:</b> Non-binding advisory vote on implementation report   |     |         |         |
| <b>Special resolutions</b>  |     |         |         |
| <b>Special resolution 1:</b> Approval of non-executive directors' fees  |     |         |         |
| 1.1 Chairman of the board   |     |         |         |
| 1.2 Resident non-executive directors  |     |         |         |
| 1.3 Non-resident non-executive directors  |     |         |         |
| 1.4 Resident chairman of the audit committee  |     |         |         |
| 1.5 Resident members of the audit committee   |     |         |         |
| 1.6 Non-resident members of the audit committee   |     |         |         |
| 1.7 Resident chairman of the remuneration committee   |     |         |         |
| 1.8 Resident chairman of the social, ethics and transformation committee  |     |         |         |
| 1.9 Resident chairman of the risk and sustainability committee  |     |         |         |
| 1.10 Resident chairman of the general purposes committee  |     |         |         |
| 1.11 Resident chairman of the nomination committee  |     |         |         |
| 1.12 Resident members of each of the board committees other than the audit committee  |     |         |         |
| 1.13 Non-resident members of each of the board committees other than the audit committee  |     |         |         |
| <b>Special resolution 2:</b> Approval of loans or other financial assistance to related or inter-related companies and corporations |     |         |         |
| <b>Special resolution 3:</b> General authority to acquire the company's own shares  |     |         |         |

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of ordinary shares than you own in the company, insert the number of ordinary shares held in respect of which you desire to vote (see note 9).

# Form of proxy continued

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2018/2019

Signature/s \_\_\_\_\_

(Authority of signatory to be attached if applicable – see note 11) \_\_\_\_\_

Assisted by me \_\_\_\_\_

(Where applicable – see note 12)

Each ordinary shareholder is entitled to appoint a proxy (who need not be a shareholder of the company) to attend, speak and vote in place of that ordinary shareholder at the meeting.

Each preference shareholder is entitled to appoint a proxy (who need not be a shareholder of the company) to attend, in relation to special resolution 3 only, speak and, vote in place of that preference shareholder at the meeting.

The ordinary shareholders are entitled to vote on all the resolutions set out in the notice of the AGM. On a show of hands, every ordinary shareholder who is present in person or by proxy at the meeting will have one vote (irrespective of the number of ordinary shares held in the company) and, on a poll, every shareholder will have one vote for every ordinary share held or represented.

The preference shareholders are entitled to vote on special resolution 3 set out in the notice of the AGM. On a show of hands, every preference shareholder who is present in person or by proxy at the meeting will have one vote (irrespective of the number of preference shares held in the company) and, on a poll, every preference shareholder will have forty votes for every preference share held or represented.

Please read the notes below.  
Instructions on signing and lodging of the annual general meeting (AGM) form of proxy