

# FORM OF PROXY

Only for use by shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration.

## RMB HOLDINGS LIMITED

Incorporated in the Republic of South Africa  
 Registration number: 1987/005115/06  
 Share code: RMH ISIN: ZAE000024501  
 (RMH or the company)

For use by shareholders who have not dematerialised their shares or who have dematerialised their shares but with "own name" registration, at the annual general meeting to be held at 14:00 on Wednesday, 21 November 2018, the Dr AE Rupert boardroom, Remgro head office, Millenia Park, 16 Stellenia Avenue, Stellenbosch, 7600 and at any adjournment thereof.

Shareholders who have dematerialised their shares, other than with "own name" registration, must inform their Central Securities Depository Participant (CSDP) or broker of their intention to attend the annual general meeting and request their CSDP or broker to issue them with the necessary authorisation to attend or they must provide their CSDP or broker with their voting instructions should they not wish to attend the annual general meeting in person.

I/We, the undersigned (name)

of (address)

and (contact number)

the registered holder of

ordinary shares in RMB Holdings Limited (Registration number 1987/005115/06), hereby appoint

1. \_\_\_\_\_, of \_\_\_\_\_ or failing him

2. \_\_\_\_\_, of \_\_\_\_\_ or failing him

3. the chairman of the annual general meeting, as my/our proxy to be present and act on my/our behalf, speak and on a poll, vote on my/our behalf as indicated below (on the special and ordinary resolutions, with or without modification, to be proposed) at the annual general meeting of shareholders of the company to be held at 14:00 on Wednesday, 21 November 2018 and at any adjournment thereof as follows: (see note 2)

	In favour of	Against	Abstain
<b>Ordinary resolutions number 1.1 to 1.7</b>			
<b>Re-election of directors:</b>			
1.1 Johan Petrus (Johan) Burger			
1.2 Lauritz Lanser (Laurie) Dippenaar			
1.3 Paul Kenneth (Paul) Harris			
1.4 Alberthinah Kekana			
<b>Vacancies filled by the directors during the year:</b>			
1.5 Matsotso Mamongae (Mamongae) Mahlare			
1.6 Ralph Tendai (Ralph) Mupita			
1.7 James Andrew (James) Teeeger			
<b>Ordinary resolution number 2</b>			
Place 5% of the authorised ordinary shares under the control of the directors			
<b>Ordinary resolution number 3</b>			
General authority to issue ordinary shares for cash			
<b>Ordinary resolution number 4</b>			
Approval of re-appointment of auditor			
Ordinary resolutions number 5.1 to 5.3			
<b>Election of the company's audit and risk committee members:</b>			
5.1 Sonja Emilia Ncumisa (Sonja) de Bruyn			
5.2 Per-Erik Lagerström			
5.3 James Andrew (James) Teeeger			
<b>Ordinary resolutions number 6</b>			
Signing authority			
<b>Special resolution number 1</b>			
Approval of non-executive directors' remuneration with effect from 1 December 2018			
<b>Special resolution number 2</b>			
General authority to repurchase company shares			
<b>Special resolution number 3</b>			
Issue of shares, convertible securities and/or options to persons listed in section 41(1) of the Companies Act for the purposes of their participation in a reinvestment option			
<b>Special resolution number 4</b>			
Financial assistance to directors, prescribed officers and employee share scheme beneficiaries			
<b>Special resolution number 5</b>			
Financial assistance to related or inter-related entities			

Instructions to my/our proxy are indicated by a cross in the space provided above or by the number of shares in the appropriate boxes where all shares held are not being voted.

Date

2018

Signature of registered shareholder (assisted by me as applicable)

PLEASE SEE THE NOTES ON THE REVERSE SIDE OF THIS FORM

## NOTES TO FORM OF PROXY

1. A shareholder, who is entitled to attend and vote at the annual general meeting, may appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a shareholder of the company.
2. Every shareholder present in person or by proxy and entitled to vote at the annual general meeting of the company shall, on a show of hands, have one vote only, irrespective of the number of shares such shareholder holds, but in the event of a poll, every ordinary share in the company shall have one vote.
3. Dematerialised shareholders with "own name" registration are shareholders who appointed Computershare Custodial Services as their Central Securities Depository Participant (CSDP) with the express instruction that their uncertificated shares are to be registered in the electronic sub-register of members in their own names.

## INSTRUCTIONS REGARDING SIGNING AND LODGING THE PROXY FORM

1. 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 overleaf, with or without deleting "the chairman of the annual general meeting", but any such deletion must be initialled by the shareholder. Should this space be left blank, the chairman of the annual general meeting will exercise the proxy. The person whose name appears 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.
2. A shareholder's voting instructions to the proxy must be indicated by the insertion of the number of votes exercisable by that shareholder in the appropriate spaces provided overleaf. Failure to do so shall be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she thinks fit in respect of all the shareholder's exercisable votes. A shareholder or his/ her proxy is not obliged to use all the votes exercisable by him/her or his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.
3. A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
4. The company requests that completed proxy forms be forwarded to reach the company's transfer secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) or at fax number 011 688 5238 to be received by no later than 09:00 on Monday, 19 November 2018 for administrative purposes only. Proxy forms may only be completed by shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration.
5. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the transfer secretaries or waived by the chairperson of the annual general meeting.
6. The completion and lodging of this proxy form shall 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.
7. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this proxy form must be initialled by the signatory.
8. The chairman of the annual general meeting may reject or accept any proxy form which is completed other than in accordance with these instructions, provided that he is satisfied as to the manner in which a shareholders wishes to vote.