

FORM OF PROXY

Curro Holdings Limited

Incorporated in the Republic of South Africa

Registration number: 1998/025801/06

Share code: COH

ISIN: ZAE000156253

(‘Curro’ or ‘the company’)

Form of proxy – for use by certificated and own-name dematerialised shareholders only

For use at the annual general meeting of ordinary shareholders of the company to be conducted entirely by electronic communication, as permitted by the Companies Act and the company’s memorandum of incorporation, at 14:00 on Wednesday, 1 July 2020 (the ‘AGM’).

I/we (full name in print).....

of (address).....

Telephone: (Work) area code (.....).....Telephone: (Home) area code (.....).....

Cellphone number: (.....).....

being the registered holder of.....

shares in the company, hereby appoint:

1.or failing him/her

2.or failing him/her

as my/our proxy to participate, 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 overleaf):

	Number of shares		
	In favour of	Against	Abstain
Ordinary resolution number 1: to re-elect Mr DM Ramaphosa as a director			
Ordinary resolution number 2: to re-elect Mr ZL Combi as a director			
Ordinary resolution number 3: to re-elect Mr PJ Mouton as a director			
Ordinary resolution number 4: to reappoint Ms ZN Mankai as a member of the audit and risk committee of the company			
Ordinary resolution number 5: to reappoint Mr ZL Combi as a member of the audit and risk committee of the company			
Ordinary resolution number 6: to reappoint Ms TBL Molefe as a member of the audit and risk committee of the company			
Ordinary resolution number 7: to reappoint PricewaterhouseCoopers Inc. as auditor			
Ordinary resolution number 8: general authority to issue ordinary shares for cash			
Ordinary resolution number 9: non-binding endorsement of Curro’s remuneration policy			
Ordinary resolution number 10: non-binding endorsement of Curro’s implementation report on the remuneration policy			
Special resolution number 1.1: remuneration of the chairperson of the board			
Special resolution number 1.2: remuneration of the board members			
Special resolution number 1.3: remuneration of the audit and risk committee chairperson			
Special resolution number 1.4: remuneration of the audit and risk committee members			
Special resolution number 1.5: remuneration of the remuneration and nominations committee chairperson			

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	Number of shares		
	In favour of	Against	Abstain
Special resolution number 1.6: remuneration of the remuneration and nominations committee members			
Special resolution number 1.7: remuneration of the social, ethics and transformation committee chairperson			
Special resolution number 1.8: remuneration of the social, ethics and transformation committee members			
Special resolution number 2: inter-company financial assistance			
Special resolution number 3: financial assistance for the subscription to and/or the acquisition of shares in the company or a related or inter-related company			
Special resolution number 4: shares repurchases by the company and its subsidiaries			

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

Signed at..... on this.....day of.....2020.

Signature(s).....

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

.....

Each Curro shareholder is entitled to appoint one or more proxy(ies) (who need not be shareholder(s) of the company) to participate, speak and vote in their stead at the AGM.

Please read the notes below.

Notes:

1. A Curro 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 participating in the AGM will be entitled to act as proxy, to the exclusion of those whose names follow.
2. A Curro shareholder's instructions to the proxy must be indicated by inserting in the appropriate box provided the relevant number of 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 they are the authorised proxy, to vote in favour of the resolutions at the meeting, or any other proxy to vote or to abstain from voting at the meeting as they deem fit, in respect of all the shares concerned. A shareholder or their proxy is not obliged to use all the votes exercisable by the shareholder or their proxy, but the total of the votes cast and in respect of which abstentions are recorded may not exceed the total of the votes exercisable by the shareholder or their proxy.
3. When there are joint registered holders of any shares, any one of such persons may vote at the meeting in respect of such shares as if they were solely entitled thereto, but, if more than one of such joint holders are present or represented at any meeting, only that one of the said persons whose name stands first in the register in respect of such shares, or their proxy, as the case may be, will be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any shares stand will be deemed joint holders thereof.
4. Forms of proxy must be completed and lodged at or posted to the transfer secretaries, Computershare Investor Services (Pty) Ltd (Rosebank Towers, 15 Biermann Avenue, Rosebank 2196 or Private Bag X9000, Saxonwold, 2132, South Africa), or emailed to proxy@computershare.co.za so as to be received by the transfer secretaries by no later than 14:00 (South African time) on Monday, 29 June 2020, provided that any form of proxy not delivered to the transfer secretaries 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 participating in the AGM and speaking and voting thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.