

# Form of Proxy



**NICTUS HOLDINGS LIMITED**  
 ("Nictus" or "the Company")  
 (Incorporated in the Republic of Namibia)  
 Registration number **NAM: 1962/1735**  
 NSX Share Code: **NHL**  
 ISIN Number: **NA000A1J2SS6**

**To be completed by certificated shareholders with "own name" registration only.**

For completion by registered members of Nictus unable to attend the annual general meeting of the Company to be held on the ground floor boardroom, Nictus Building, 140 Mandume Ndemufayo Avenue, Windhoek, on **30 August 2018 at 16:00** (Namibian time), or at any adjournment thereof.

I/We .....  
 of ..... (address)

being the holder/s of ..... shares in the Company, do hereby appoint:

1. .... or, failing him/her
  2. .... or, failing him/her
- the chairman of the Annual General Meeting,

as my/our proxy to attend, speak and, on a poll, vote on my/our behalf at the abovementioned annual general meeting of members or at any adjournment thereof, and to vote or abstain from voting as follows on the ordinary and special resolutions to be proposed at such meeting:

| <b>Resolutions</b>  | <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Precluded*</b> |
|---|------------|----------------|------------------|-------------------|
| <b>01. Ordinary resolution 1:</b> re-election of PJ de W Tromp as a director                                |            |                |                  |                   |
| <b>02. Ordinary resolution 2:</b> re-election of FR van Staden as a director                                |            |                |                  |                   |
| <b>03. Ordinary resolution 3:</b> re-election of GR de V Tromp as a director                                |            |                |                  |                   |
| <b>04. Ordinary resolution 4:</b> non-binding advisory vote for approval of the Group's remuneration policy |            |                |                  |                   |
| <b>05. Ordinary resolution 5:</b> approval of independent non-executive directors' remuneration             |            |                |                  |                   |
| <b>06. Ordinary resolution 6:</b> re-appointment of SGA as auditors   |            |                |                  |                   |
| <b>07. Ordinary resolution 7:</b> authority to issue ordinary shares  |            |                |                  |                   |
| <b>08. Ordinary resolution 8:</b> re-election of JD Mandy as a member of the Audit Committee                |            |                |                  |                   |
| <b>09. Ordinary resolution 9:</b> re-election of FR van Staden as a member of the Audit Committee           |            |                |                  |                   |
| <b>10. Ordinary resolution 10:</b> re-election of GR de V Tromp as a member of the Audit Committee          |            |                |                  |                   |
| <b>11. Ordinary resolution 11:</b> re-appointment of JD Mandy as Chairman of the Audit Committee            |            |                |                  |                   |
| <b>12. Ordinary resolution 12:</b> signing authority  |            |                |                  |                   |
| <b>13. Special resolution 1:</b> general authority to repurchase shares                                     |            |                |                  |                   |
| <b>14. Special resolution 2:</b> financial assistance to entities related or inter-related to the Company   |            |                |                  |                   |
| <b>15. Special resolution 3:</b> amendment of the Company's articles of association                         |            |                |                  |                   |

*\* Precluded from voting in terms of the Companies Act or the NSX Listings Requirements*

Please indicate with an "X" in the appropriate spaces provided above how you wish your vote to be cast. However, if you wish not to cast your votes in respect of less than all of the ordinary shares that you own in the Company, insert the number of ordinary shares held in respect of which you desire to vote.

Signed at (place) ..... on (date) .....

Signature .....

Assisted by me, where applicable (name and signature) .....

# Notes to the Form of Proxy

1. Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder(s) of the Company) to attend, speak and, on a poll, vote in the stead of that shareholder at the annual general meeting.
2. A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space provided, with or without deleting 'the chairman of the annual general meeting'. The person whose name stands first on the form of proxy and who is present at the annual general meeting shall be entitled to act as proxy to the exclusion of the persons whose names follow.
3. A shareholder's instructions to the proxy have to be indicated by the insertion of an "X" or the relevant number of votes exercisable by that shareholder in the appropriate box provided. Failure to comply with the above shall be deemed to authorise the chairman of the annual general meeting, if the chairman is the authorised proxy, to vote in favour of the ordinary and special resolutions at the annual general meeting, or any other proxy other proxy to vote or to abstain from voting at the annual general meeting, as he/she deems fit, in respect of all the shareholder's votes exercisable thereat.
4. A shareholder or his/her proxy is not obliged to vote in respect of all the ordinary shares held by such shareholder or represented by such proxy, but the total number of votes for or against the ordinary and special resolutions and in respect of which any abstention is recorded may not exceed the total number of votes to which the shareholder or his/her proxy is entitled.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity has to be attached to this form of proxy, unless previously recorded by the Company's transfer secretaries or waived by the chairman of the annual general meeting.
6. The chairman of the annual general meeting may reject or accept any form of proxy that is completed and/or received other than in accordance with these instructions and notes.
7. Any alterations or corrections to this form of proxy have to be initialled by the signatory(ies).
8. The completion and lodging of this form of proxy 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.
9. Forms of proxy have to be lodged with or posted to the registered office of the Company, c/o Veritas Board of Executors (Proprietary) Limited, 1st floor, Nictus Building, 140 Mandume Ndemufayo avenue, Windhoek (Private Bag 13231, Windhoek) or the transfer Secretaries, Veritas Board of Executors (Proprietary) Limited, 1st floor, Nictus Building, 140 Mandume Ndemufayo avenue, Windhoek (PO Box 755, Windhoek). Forms of proxy must be received no later than **12:00 on 27 August 2018**.