

# FORM OF PROXY

## CASHBUILD LIMITED

(Incorporated in the Republic of South Africa)  
 Registration number 1986/001503/06  
 ISIN: ZAE000028320  
 JSE code: CSB  
 ("Cashbuild" or "the Company" or "the Group")

For the use of members who hold certificated shares and members who have dematerialised their shares in "own-name" registrations.

For the Annual General Meeting to be held on Monday, 5 December 2016 at 10:00.

I/We

of

being a member/members of Cashbuild and entitled to  votes do hereby appoint \_\_\_\_\_ or failing him/her, \_\_\_\_\_ or failing him/her,

the Chairman of the meeting as my/our proxy to act for me/us at the Annual General Meeting of the Company to be held on Monday, 5 December 2016 at 10:00 and at any adjournment thereof, in the Cashbuild boardroom, corner Northern Parkway and Crownwood Roads, Ormonde, Johannesburg, and to vote for me/us in respect of the undermentioned resolutions in accordance with the following instructions:

		Number of votes (one vote per share)		
		For	Against	Abstain
1.	Ordinary Resolution number one: Independent Auditor's Report			
2.	Ordinary Resolution number two: Adoption of Annual Financial Statements			
3.	Ordinary Resolution number three: Re-election of Director: Ms HH Hickey			
4.	Ordinary Resolution number four: Re-election of Director: Dr DSS Lushaba			
5.	Ordinary Resolution number five: Re-appointment of Auditor			
6.	Ordinary resolutions numbers six, seven, and eight. By separate resolutions, to appoint the following members to the Audit and Risk Committee			
6.1	Ordinary Resolution number six: Ms NV Simamane			
6.2	Ordinary Resolution number seven: Dr DSS Lushaba			
6.3	Ordinary Resolution number eight: Ms HH Hickey			
7.	Ordinary Resolution number nine: Non-binding advisory vote on the Company's remuneration policy			
8.	Special Resolution number one: Remuneration of Non-Executive Directors			
9.	Special Resolution number two: Financial assistance in terms of section 45 of the Companies Act to associated or Group companies			
10.	Special Resolution number three: Amendment of clause 14 of the Memorandum of Incorporation to provide for the treatment of fractions and for all distributions to shareholders to be made by Electronic Fund Transfer.			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2016

Signature \_\_\_\_\_

Assisted by me \_\_\_\_\_ (where applicable - see note 7)

A member qualified to attend and vote at the meeting is entitled to appoint a person to attend, speak and vote in his/her stead. A proxy holder need not be a member of the Company.

# NOTES TO FORM OF PROXY

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Members holding certificated shares or dematerialised shares registered in their own-name.

1. Only members who hold certificated shares and members who have dematerialised their shares in "own-name" registrations may make use of this proxy form.
2. Each such ordinary member is entitled to appoint one or more proxyholders (none of whom needs to be a member of the Company) to attend, speak and, on a poll, vote in place of that member at the Annual General Meeting, by inserting the name of a proxy or the names of two alternate proxies of the ordinary member's choice in the space provided, with or without deleting "the Chairman of the meeting". The person whose name appears first on the Form of Proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
3. A member's instructions to the proxyholder must be indicated by the insertion of the relevant number of votes exercisable by that member in the appropriate box/es provided. Failure to comply with the above will be deemed to authorise the Chairman of the meeting, if he is the authorised proxyholder, to vote in favour of the resolutions, or any other proxy to vote or to abstain from voting at the Annual General Meeting, as he deems fit, in respect of all the member's votes.
4. A member or his or her proxy is not obliged to vote in respect of all the shares held or represented, but the total number of votes for or against the resolutions in respect of which any abstention is recorded may not exceed the total number of votes to which the ordinary member or his proxy is entitled.
5. Any power of attorney and any instrument appointing a proxy or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney shall be deposited at the office of the Transfer Secretaries not less than 48 (forty-eight) hours before the time appointed for holding the Annual General Meeting.
6. The completion and lodging of this Form of Proxy will not preclude the relevant member from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxyholder appointed.
7. Where there are joint holders of ordinary shares any one holder may sign the Form of Proxy. The vote of only one holder in order of seniority (determined by sequence of names on the Company register) will be accepted, whether in person or by proxy, to the exclusion of the vote(s) of other joint holders.
8. Members should lodge or post their completed Form of Proxy to:

Computershare Investor Services Proprietary Limited

#### **Hand deliveries**

Ground Floor, 70 Marshall Street, Johannesburg, 2000

#### **Or postal deliveries**

PO Box 61051

Marshalltown, 2107

#### **Or facsimile**

011 688 5238

#### **Or email**

proxy@computershare.co.za

by not later than 48 hours before the Annual General Meeting. Proxies not deposited timeously shall be treated as invalid.

#### **Members holding dematerialised shares**

9. Members who have dematerialised their shares through a Central Securities Depository Participant (CSDP) or broker (except those members who have elected to dematerialise their shares in "own-name" registrations) and all beneficial members holding their shares (dematerialised or certificated) through a nominee should provide such CSDP, broker or nominee with their voting instructions in sufficient time to allow them to advise the Transfer Secretaries of the Company of their voting instructions before the closing time set out in 8 above.
10. All such members wishing to attend the Annual General Meeting in person may do so only by requesting their CSDP, broker or nominee to issue the member with a letter of representation in terms of the custody agreement. Such letter of representation must also be lodged with the Transfer Secretaries before the closing time set out in 8 above.