

# FORM OF PROXY

## Premier Group Limited

(Incorporated in the Republic of South Africa)

(Registration number 2007/016008/06)

JSE share code: PMR

ISIN: ZAE000320321

(Premier or Company)

Where appropriate and applicable, the terms defined in the notice of AGM to which this form of proxy is annexed, bear the same meanings in this form of proxy.

This form of proxy is for use and completion by those dematerialised shareholders with 'own name' registration and certificated shareholders, registered as such on the voting record date, who hold ordinary shares of the Company and who are unable to attend (electronically (online) or in person) the AGM of the Company at 14h00 on Tuesday, 5 September 2023.

Shareholders who have dematerialised their shares without 'own name' registration, must not complete this form of proxy but should contact their CSDP or broker in the manner and time stipulated in their custody agreement or mandate, in order to furnish them with their voting instructions or to obtain the necessary letter of representation or letter of electronic participation in the event that they wish to attend the AGM.

Each shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxy or proxies (who need not be a shareholder of the Company) to attend, participate in and speak and vote in his/her stead at the AGM, and at any adjournment thereof. Satisfactory identification must be presented by any person wishing to attend the AGM, as set out in the notice of AGM (to which this form of proxy is annexed).

For completion by dematerialised shareholders with 'own name' registration and certificated shareholders:

I/We	(full name)
of	(address)
	(contact number)
	(email address)
being the holder(s) of	ordinary shares in the Company, hereby appoint
1.	or failing him/her,
2.	or failing him/her,
3. the chair of the AGM,	

as my/our proxy to attend, participate in and speak and vote for me/us and on my/our behalf or to abstain from voting at the AGM which will be held of the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof, in accordance with the following instructions:

## FORM OF PROXY (CONTINUED)

		Number of votes (one vote per share)		
		In favour	Against	Abstain
<b>ORDINARY RESOLUTIONS</b>				
<b>ELECTION OF ALTERNATE DIRECTOR</b>				
1	Election of Mr PRN Hayward-Butt as an Alternate Non-Executive Director to Mr JER Matthews			
<b>RE-ELECTION OF DIRECTORS RETIRING BY ROTATION</b>				
2	Re-election of Mr JER Matthews as a Non-Executive Director			
3	Re-election of Mr CJ Roodt as an Independent Non-Executive Director			
<b>ELECTION OF AUDIT AND RISK COMMITTEE MEMBERS</b>				
4.1	Election of Ms FN Khanyile as a member of the Audit and Risk Committee			
4.2	Election of Ms Mr JER Matthews as a member of the Audit and Risk Committee			
4.3	Election of Mr H Ramsumer as a member of the Audit and Risk Committee			
<b>ELECTION OF SOCIAL AND ETHICS COMMITTEE MEMBERS</b>				
5.1	Election of Ms FN Khanyile as a member of the Social and Ethics Committee			
5.2	Election of Mr JER Matthews as a member of the Social and Ethics Committee			
5.3	Election of Mr W Sihlobo as a member of the Social and Ethics Committee			
<b>OTHER ORDINARY RESOLUTIONS</b>				
6	Re-appointment of independent external auditors			
7	General authority to issue shares for cash			
8	Non-binding advisory vote on the remuneration policy of the Company			
9	Non-binding advisory vote on the implementation of the remuneration policy of the Company			
10	Authorisation to sign documents to give effect to resolutions			
<b>SPECIAL RESOLUTIONS</b>				
1	Approval of non-executive directors' fees			
2	Authority to provide financial assistance in terms of sections 44 and 45 of the Companies Act			
3	General authority to repurchase shares			

Insert an 'X' in the relevant boxes above according to how you wish your votes to be cast. An 'X' in the relevant boxes above indicates the maximum number of votes exercisable. If you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of ordinary shares held in respect of which you wish to vote.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2023

Signature(s) \_\_\_\_\_

Assisted by me (where applicable) \_\_\_\_\_

# NOTES TO THE FORM OF PROXY

## SUMMARY OF SHAREHOLDERS' RIGHTS IN RESPECT OF PROXY APPOINTMENTS AS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

Please note that in terms of section 58 of the Companies Act:

1. This form of proxy must be in writing, dated and signed by the shareholder appointing the proxy.
2. A shareholder may appoint an individual(s) as a proxy or proxies, including an individual who is not a shareholder of the Company, to participate in, and speak and vote at the AGM, on their behalf.
3. This form or proxy should be delivered to the Company, or to the Company's transfer secretaries, Computershare Investor Services Proprietary Limited (Computershare), before a shareholders' proxy exercises any of their voting rights as a shareholder at the AGM. Any form of proxy not received by the Company or Computershare must be handed to the chair of the AGM before a proxy may exercise any of the shareholders voting rights as a shareholder at the AGM.
4. The appointment of a shareholders' proxy or proxies will be suspended at any time to the extent that he/she chooses to act directly and in person in the exercise of any of his/her rights as a shareholder at the AGM.
5. The appointment of a proxy is revocable and accordingly a shareholder may revoke the proxy appointment by (i) cancelling it in writing or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of a proxy's authority to act on a shareholders' behalf as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered to the proxy and the Company as aforesaid.
6. If this form of proxy has been delivered to the Company and for as long as the appointment remains in effect, any notice that is required by the Companies Act or the Company's MOI to be delivered by the Company to the shareholder, must be delivered by the Company to the shareholder or to his/her proxy or proxies if the shareholder has, in writing, directed the Company to do so and has paid any reasonable fee charged by the Company for doing so.
7. A shareholders' proxy is entitled to exercise, or abstain from exercising, any of the shareholders voting rights without direction at the AGM, except to the extent that this form of proxy provides otherwise.
8. The appointment of a shareholders' proxy remains valid only until the end of the AGM or any adjournment or postponement thereof, unless it is revoked by the shareholder before then on the basis set out above.

## EXPLANATORY NOTES

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, with or without deleting 'the chair of the AGM', but any such deletion must be initialled by the shareholder. Should this space be left blank, the chair of the AGM will exercise the proxy. The person whose name appears first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
2. A proxy may not delegate his/her authority to act on behalf of the shareholder to another person.
3. A shareholder's instructions to the proxy must be indicated by the insertion of an 'X' or the relevant number of votes exercisable by the shareholder in the appropriate boxes provided. An 'X' in the appropriate boxes provided indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholders' exercisable votes. A shareholder or proxy is not obliged to use all the votes exercisable by the shareholder, 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 proxy.
4. Any alterations or corrections made to this form of proxy must be initialled by the signatory/ies. A deletion of any printed matter and the completion of any blank space(s) need not be signed or initialled.
5. 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 Computershare or waived by the chair of the AGM.
6. 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 Computershare.

## NOTES TO THE FORM OF PROXY (CONTINUED)

7. A company holding shares in the Company that wishes to attend and participate at the AGM should ensure that a resolution authorising a representative to act is passed by its directors. Resolutions authorising representatives in terms of section 57(5) of the Companies Act must be lodged with Computershare prior to the meeting.
8. Where there are joint holders of shares, any one of such holders may vote at any meeting in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders is present or represented at the meeting, the joint holder whose name appears first in the register of shareholders of such shares, or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.
9. On a poll, a shareholder who is present in person or represented by a proxy or proxies shall be entitled to one vote in respect of each ordinary share he or she holds in the Company.
10. The chair of the AGM may reject or accept any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he/she is satisfied as to the manner in which the shareholder wishes to vote.
11. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy or proxies appointed in terms hereof.
12. In the interests of efficiency, forms of proxy are requested to be emailed to Computershare at [proxy@computershare.co.za](mailto:proxy@computershare.co.za), by 14h00 on Friday, 1 September 2023. Any forms of proxy not received by this time must be handed to the chair of the AGM or emailed to Computershare immediately prior to the proxy exercising a shareholders' rights at the AGM.