

# FORM OF PROXY

## EPE Capital Partners Ltd

(The "Company" or "Ethos Capital")  
 (Incorporated in the Republic of Mauritius)  
 (Registration number: C138883 C1/GBL)  
 JSE Share Code: EPE ISIN: MU0522S00005

Annual General Meeting to be held at 14:00 on 19 November 2019

Dear Sir/madam

I/We \_\_\_\_\_ (please print) of \_\_\_\_\_  
 \_\_\_\_\_ (address), being a shareholder of EPE Capital  
 Partners Ltd, hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ or failing him/her,
2. \_\_\_\_\_ of \_\_\_\_\_ or failing him/her, the Chairperson

of the Annual General Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, 19 November 2019, at 14:00 at RMB, Portside Building, 5 Buitengracht Street, Cape Town, South Africa, and at any adjournment thereof in the manner indicated below.

I/We desire my/our vote(s) to be cast on the resolutions as follows:	FOR	AGAINST	ABSTAIN
<b>Ordinary resolutions</b>			
1. <b>RESOLVED THAT</b> the audited Annual Financial Statements of the Group and Company, including the Auditor's Report for the year ended 30 June 2019, be hereby considered and approved and the Integrated Annual Report for the year ended 30 June 2019 be considered.			
2. <b>RESOLVED THAT</b> Deloitte South Africa be reappointed as independent auditor of the Company and Mr Dinesh Munu as the designated auditor partner, to hold office until the conclusion of the next Annual General Meeting.			
3. <b>RESOLVED THAT</b> Deloitte Mauritius be reappointed as independent auditor of the Company and Mr Twaleb Butonkee as the designated auditor partner, to hold office until the conclusion of the next Annual General Meeting.			
4. <b>RESOLVED TO</b> re-elect Mr Kevin Allagapen as Director.			
5. <b>RESOLVED TO</b> re-elect Mr Michael Pfaff as Director.			
6. <b>RESOLVED TO</b> re-elect Mr Derek Prout-Jones as a member of the Audit and Risk Committee.			
7. <b>RESOLVED TO</b> re-elect Mr Kevin Allagapen as a member and chairperson of the Audit and Risk Committee, subject to the approval of ordinary resolution number 4 above.			
8. <b>RESOLVED TO</b> re-elect Mr Yuvraj Juwaheer as a member of the Audit and Risk Committee.			
9. <b>RESOLVED THAT</b> the Directors' remuneration for the year ending 30 June 2020 be hereby approved.			
10. <b>RESOLVED THAT</b> the remuneration policy of the Company be hereby endorsed.			
11. <b>RESOLVED THAT</b> the implementation report on the Company's remuneration policy be hereby endorsed.			
12. <b>RESOLVED THAT</b> the general authority of the Company to issue A Ordinary Shares of the Company and/or other convertible securities for cash be hereby approved. The issue is limited to 9,000,000 (5.0% of the A Ordinary Shares in issue at the date of the notice of the AGM, excluding treasury shares).			
<b>Special resolution</b>			
1. <b>RESOLVED THAT</b> the general authority of the Company to acquire or repurchase up to 5.0% (8,925,000) of the A Ordinary Shares of the Company in issue at the beginning of the June 2020 financial year (excluding treasury shares), be hereby approved.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

**Name:** \_\_\_\_\_

**Designation:** \_\_\_\_\_

**For and on behalf of:** \_\_\_\_\_

# NOTES TO FORM OF PROXY

1. Shareholders who have not dematerialised their shares, or who have dematerialised their shares with "own name" registration, are entitled to attend and vote at this meeting, and are entitled to appoint a proxy or proxies to attend, speak and vote on their behalf.
2. Every person entitled to vote who is present at the AGM shall be entitled to:
  - a. one vote on a show of hands irrespective of the number of shares such person holds or represents, provided that a proxy shall, irrespective of the number of shareholders she/he represents, have only one vote; or
  - b. that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by the shareholder bears to the aggregate amount of the nominal value of all shares issued by the Company in respect of every matter that may be decided by polling.
3. Any alteration to this form of proxy, other than a deletion of alternatives, must be initialled by the signatory/ies.
4. 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 or Computershare Investor Services (Pty) Ltd or waived by the Chairperson of the AGM.
5. 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 Computershare Investor Services (Pty) Ltd.
6. This form of proxy may be used at any adjournment or postponement of the AGM, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.
7. Forms of proxy must be lodged at or posted to Computershare Investor Services (Pty) Ltd or Ocorian (Mauritius) Limited, to be received not later 14:00 on 15 November 2019. Any forms of proxy not lodged by this time must be handed to the Chairperson of the AGM immediately prior to the AGM.
8. Completing and lodging this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person to the exclusion of any appointed proxy.
9. If any shares are jointly held, all joint shareholders must sign this form of proxy. If more than one of those shareholders is present at the AGM, either in person or by proxy, the person whose name first appears in the register will be entitled to vote.
10. Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own name" registration, must contact their CSDP or broker in the manner and time stipulated in their agreement to furnish them with their voting instructions and, in the event that they wish to attend the meeting, to obtain the necessary authority to do so.