



# Capricorn Group

## CAPRICORN INVESTMENT GROUP LIMITED

(Incorporated in the Republic of Namibia)

(Registration number 96/300)

Share code: CGP ISIN: NA000A1T6SV9

("CGP" or "the Company")

Please read the notes on the reverse side of this form of proxy

### FORM OF PROXY – FOR USE BY SHAREHOLDERS

The definitions commencing on page 7 of the Circular to which this form of proxy is attached, apply mutatis mutandis to this form of proxy.

For use at the Special General Meeting of Shareholders of the Company, to be held at the CGP boardroom on the 6<sup>th</sup> floor of Capricorn Group Building, Kasino Street, Windhoek, on Tuesday, 31 March 2020 at 16h00.

I/We (Full names in BLOCK LETTERS please)

of (address)

being the registered holder(s) of: \_\_\_\_\_ Shares hereby appoint:

1. \_\_\_\_\_ or failing him/her

2. \_\_\_\_\_ or failing him/her

3. the chairman of the Special General Meeting

as my/our proxy to vote for me/us on my/our behalf at the Special General Meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment thereof and to vote for and/or against the said resolutions and/or to abstain from voting in respect of the Shares of the Company registered in my/our name(s), in accordance with the following instructions (see notes):

|   | Number of Shares |         |         |
|---|------------------|---------|---------|
|   | For              | Against | Abstain |
| <b>Special Resolution Number 1:</b> Change of Name to Capricorn Group Limited |                  |         |         |
| <b>Ordinary Resolution Number 1:</b> Authority of Directors                   |                  |         |         |

Please indicate your voting instruction by way of inserting the number of Shares or by a cross in the voting box provided. A cross is deemed to represent all shares held by the holder.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2020

Signature \_\_\_\_\_

Assisted by me (where applicable) (State capacity and full name)

Each Shareholder is entitled to appoint one or more proxy(ies) (who need not be a Shareholder(s) of the Company) to attend, speak and, vote in his stead at the Special General Meeting.

**Notes:**

1. A CGP 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 chairman of the Special General Meeting", but any such deletion must be initialled by the Shareholder. The person whose name stands first on the form of proxy and who is present at the Special General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A member is entitled to one vote on a show of hands and on a poll one vote in respect of each Share held. A resolution put to the vote shall be decided by a show of hands unless before, or on the declaration of the results of the show of hands, a poll shall be demanded by any person entitled to vote at the Special General Meeting.
3. A CGP Shareholder's instructions to the proxy(ies) must be indicated by the insertion of a cross "X" or the relevant number of Shares to be voted on behalf of that Shareholder in the appropriate voting box provided. Failure to insert a cross or the relevant number of shares will be deemed to authorise the chairman of the meeting, if he/she is 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 he/she deems fit, in respect of all the Shares concerned. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by the Shareholder or his/her proxy, but the total of the votes cast and in respect whereof abstentions are recorded may not exceed the total of the votes exercisable by the Shareholder or his/her proxy.
4. 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 he/she was solely entitled thereto, but, if more than one of such joint holders be present or represented at any meeting, that one of the said persons whose name stands first in the register in respect of such Shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member, in whose name any Shares stand, shall be deemed joint holders thereof.
5. A minor Shareholder 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 the Transfer Secretaries of the Company.
6. Forms of proxy must be received at the Company's Transfer Secretaries, Transfer Secretaries (Proprietary) Limited, 4 Robert Mugabe Avenue (entrance on Dr Theo-Ben Gurirab Street), Windhoek (P.O. Box 2401) Windhoek, Namibia by no later than 16h00 on Friday, 27 March 2020. Alternatively, forms of proxy may be sent to the Company's Transfer Secretaries by way of e-mail to [ts@nsx.com.na](mailto:ts@nsx.com.na), provided that such e-mails are received by the Transfer Secretaries by no later than 16h00 on Friday, 27 March 2020.
7. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).
8. 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 chairman of the Special General Meeting.
9. The chairman of the Special General Meeting may reject or accept a form of proxy which is completed and/or received, other than in accordance with these notes, if the chairman is satisfied as to the manner in which the Shareholder wishes to vote.
10. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the Special General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to.