

Form of Proxy

HUGE GROUP LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2006/023587/06)

Share code: HUG

ISIN: ZAE00101042

("Huge" or "the Company")

FOR USE BY CERTIFICATED SHAREHOLDERS AND OWN-NAME DEMATERIALIZED SHAREHOLDERS AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD AT UNIT 6, 1 MELROSE BOULEVARD, MELROSE ARCH, JOHANNESBURG ON 29 AUGUST 2019 AT 10:00.

Certificated shareholders or dematerialised shareholders with "own name" registration who are entitled to attend and vote at the annual general meeting (**AGM**), are entitled to appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a shareholder and shall be entitled to vote on a show of hands or poll.

Dematerialised shareholders, other than dematerialised shareholders with "own-name" registrations, must not return this form of proxy to the Company's meeting scrutineers or deliver it to the Chairman of the AGM. Dematerialised shareholders, other than dematerialised shareholders with "own-name" registration, should instruct their Central Securities Depository Participant (**CSDP**) or broker as to what action they wish to take. This must be done in the manner and time stipulated in the agreement entered into between them and their CSDP or broker.

I/We (please print) _____

of (address) _____

Telephone numbers – Landline: _____ Mobile: _____

Email: _____

being the holder/s of _____ ordinary Shares of R0,0001 cent each in Huge, appoint (see note 1)

1. _____ or failing him/her
2. _____ or failing him/her
3. the Chairman of the AGM, as my/our proxy to act for me/us and on my/our behalf at the AGM which will be held on 29 August 2019 at 10:00 for the purpose of considering, and if deemed fit, passing, with or without modification, the ordinary and special resolutions to be proposed thereat and at any adjournment thereof; and to vote for and/or against such resolutions and/or abstain from voting in respect of the ordinary Shares registered in my/our name/s, in accordance with the following instructions (see note 2):

	Number of votes		
	For	Against	Abstain
Ordinary Resolution Number 1 – Appointment of the independent auditor			
Ordinary Resolution Number 2.1 – Appointment of executive director: AP Openshaw			
Ordinary Resolution Number 2.2 – Appointment of executive director: SL Sequeira			
Ordinary Resolution Number 3.1 – Re-election of director: DR Gammie			
Ordinary Resolution Number 3.2 – Re-election of director: VM Mokholo			
Ordinary Resolution Number 3.3 – Re-election of director: SP Tredoux			
Ordinary Resolution Number 4.1 – Election of Audit Committee member and Chairman: DR Gammie			
Ordinary Resolution Number 4.2 – Election of Audit Committee member: CWJ Lyons			
Ordinary Resolution Number 4.3 – Election of Audit Committee member: SP Tredoux			
Ordinary Resolution Number 5 – General authority to allot and issue Securities (including ordinary Shares) for cash			
Advisory Endorsement Number 1 – Approval of the Company's Remuneration Policy			
Advisory Endorsement Number 2 – Approval of the Company's Remuneration Implementation Report			
Special Resolution Number 1 – Approval of the remuneration of non-executive directors			
Special Resolution Number 2 – Approval for the Company to grant financial assistance in terms of section 45 of the Act			
Special Resolution Number 3 – General authority to repurchase (acquire) Securities (including ordinary Shares)			

Every person entitled to vote and who is present at the AGM shall be entitled to either:

- (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 they represent, 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.

A proxy may not delegate his/her authority to act on his/her behalf to another person (see note 4).

This proxy form will lapse and cease to be of force and effect immediately after the AGM of the Company and any adjournment(s) thereof unless it is revoked earlier (as to which see notes 9 and 10).

Signed at _____ on _____ 2019

Signature _____

Assisted by me (where applicable)

Name: _____ Capacity: _____ Signature _____

04 Shareholder information continued

Notes to the form of proxy

- This form of proxy is for use by certificated shareholders and dematerialised shareholders with "own name" registration whose Shares are registered in their own names on the record date and who wish to appoint another person to represent them at the annual general meeting (**AGM**). If duly authorised, companies and other corporate bodies who are shareholders having Shares registered in their own names may appoint a proxy using this form of proxy or may appoint a representative in accordance with the last paragraph below.
Other shareholders should not use this form. All beneficial holders who have dematerialised their Shares through a Central Securities Depository Participant (**CSDP**) or broker, and do not have their Shares registered in their own name, must provide the CSDP or broker with their voting instructions. Alternatively, if they wish to attend the AGM in person, they should request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between the beneficial owner and the CSDP or broker.
- Shareholders are requested to lodge this form of proxy with the Company's meeting scrutineers, The Meeting Specialists Proprietary Limited, 29 La Rochelle Road, Glenesk, Johannesburg (**The Meeting Specialists**) by no later than 10:00 on Wednesday, 28 August 2019. If shareholders who have not dematerialised their Shares or who have dematerialised their Shares with "own name" registration and who are entitled to attend, participate in and vote at the AGM do not deliver the proxy form to the meeting scrutineers by the relevant time, such shareholders will nevertheless be entitled to lodge the form of proxy in respect of the AGM immediately prior to the proxy exercising such shareholder's rights as a shareholder at the AGM, in accordance with the instructions therein, with the Chairman of the AGM.
- This proxy shall apply to all the ordinary Shares registered in the name of shareholders at the record date unless a lesser number of Shares are inserted.
- A shareholder may appoint one person as the proxy by inserting the name of such proxy in the space provided. Any such proxy need not be a shareholder of the Company. If the name of the proxy is not inserted, the Chairman of the AGM will be appointed as proxy. If more than one name is inserted, then the person whose name appears first on this form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of any persons whose names follow. The proxy appointed in this form of proxy may delegate the authority given to him/her in this form of proxy by delivering to the Company, in the manner required by these instructions, a further form of proxy which has been completed in a manner consistent with the authority given to the proxy of this form of proxy.
- Unless revoked, the appointment of proxy in terms of this form of proxy remains valid until the end of the AGM even if such meeting or a part thereof is postponed or adjourned.
- If:
 - a shareholder does not indicate on this instrument that the proxy is to vote in favour of or against or to abstain from voting on any resolution; or
 - the shareholder gives contrary instructions in relation to any matter; or
 - any additional resolution/s which are properly put before the AGM; or
 - any resolution listed in the form of proxy is modified or amended,
the proxy shall be entitled to vote or abstain from voting, as he/she thinks fit, in relation to that resolution or matter. If, however, the shareholder has provided further written instructions which accompany this form of proxy and which indicate how the form of proxy should vote or abstain from voting in any of the circumstances referred to in 6.1 to 6.4, then the form of proxy shall comply with those instructions.
- If this proxy is signed by a person (signatory) on behalf of the shareholder, whether in terms of a power of attorney or otherwise, then this form of proxy will not be effective unless:
 - it is accompanied by a certified copy of the authority given by the shareholder to the signatory; or
 - the Company has already received a certified copy of that authority.
- Any alterations made in this form of proxy must be initialled by the authorised signatory/ies.
- This form of proxy is revoked if the shareholder who granted the proxy:
 - delivers a copy of the revocation instrument to the Company and to the proxy or proxies concerned, so that it is received by the Company prior to the proxy exercising such shareholder's rights as a shareholder at the AGM, in accordance with the instructions therein, with the Chairman of the AGM; or
 - appoints a later, inconsistent appointment of proxy for the AGM; or
 - attends the AGM in person.
- If duly authorised, companies and other corporate bodies who are shareholders of the Company having Shares registered in their own name may, instead of completing this form of proxy, appoint

a representative to represent them and exercise all of their rights at the AGM by giving written notice of the appointment of that representative. This notice should be received by the Company's meeting scrutineers, The Meeting Specialist Proprietary Limited, 29 La Rochelle Road, Glenesk, Johannesburg, not later than 10:00 on Wednesday, 28 August 2019 and must be accompanied by a duly certified copy of the resolution/s or other authorities in terms of which that representative is appointed.

Summary of rights established by section 58

Summary of rights established by section 58 of the Companies Act, 71 of 2008 (**Companies Act**), as required in terms of sub-section 58(8)(b)(i):

- A shareholder may at any time appoint any individual, including a non-shareholder of the Company, as a proxy to participate in, speak and vote at a shareholders' meeting on his/her behalf (section 58(1)(a)), or to give or withhold consent on behalf of the shareholder to a decision in terms of section 60 (shareholders acting other than at a meeting) (section 58(1)(b)).
- A proxy appointment must be in writing, dated and signed by the shareholder, and remains valid for one year after the date on which it was signed or any longer or shorter period expressly set out in the appointment, unless it is revoked in terms of paragraph 6.3 below or expires earlier in terms of paragraph 10.4 below (section 58(2)).
- A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder (section 58(3)(a)).
- A proxy may delegate his/her authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy ("proxy instrument") (section 58(3)(b)).
- A copy of the proxy instrument must be delivered to the Company, or to any other person acting on behalf of the Company, before the proxy exercises any rights of the shareholder at a shareholders' meeting (section 58(3)(c)) and in terms of the Memorandum of Incorporation (**MOI**) of the Company at least 48 hours before the meeting commences.
- Irrespective of the form of instrument used to appoint a proxy:
 - the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder (section 58(4)(a));
 - the appointment is revocable unless the proxy appointment expressly states otherwise (section 58(4)(b)); and
 - if the appointment is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing or by making a later, inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company (section 58(4)(c)).
- The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered as contemplated in paragraph 6.3 above (section 58(5)).
- If the proxy instrument has been delivered to a Company, as long as that appointment remains in effect, any notice 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 (section 58(6)(a)), or the proxy or proxies, if the shareholder has directed the Company to do so in writing and paid any reasonable fee charged by the Company for doing so (section 58(6)(b)).
- A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the MOI or proxy instrument provides otherwise (section 58(7)).
- If a Company issues an invitation to shareholders to appoint one or more persons named by the Company as a proxy, or supplies a form of proxy instrument:
 - the invitation must be sent to every shareholder entitled to notice of the meeting at which the proxy is intended to be exercised (section 58(8)(a));
 - the invitation or form of proxy instrument supplied by the Company must:
 - bear a reasonably prominent summary of the rights established in section 58 of the Companies Act (section 58(8)(b)(i));
 - contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a shareholder to write the name, and if desired, an alternative name of a proxy chosen by the shareholder (section 58(8)(b)(ii)); and
 - provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the meeting, or is to abstain from voting (section 58(8)(b)(iii));
 - the Company must not require that the proxy appointment be made irrevocable (section 58(8)(c)); and
 - the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, subject to paragraph 7 above (section 58(8)(d)).