

## FORM OF PROXY

### Certificated Shareholders

For use by the holders of certificated shares and/or dematerialised shares held through a broker or Central Securities Depository Participant ("CSDP") who have selected "own name" registration, registered as such at the close of business on the voting record Date, at the Annual General Meeting to be held at 10h00 at the AfroCentric Distribution Services Offices, The Greens Office Park, Building L, 26 Charles De Gaulle Crescent, Highveld Ext 12, Centurion, on Tuesday, 10 November 2020 or any postponement or adjournment thereof.

Although the intention is to hold the AGM as scheduled on Tuesday, 10 November 2020 at the set venue, **AfroCentric strongly encourages its shareholders not to attend in person but to exercise their voting rights by way of electronic or written proxy** and to submit their questions relating to the 2020 AGM Agenda in advance by email to the Company Secretary [billym@afrocentrichealth.com](mailto:billym@afrocentrichealth.com).

Note:

*Forms of proxy to be lodged with the transfer secretary by 10h00 on Friday, 6 November 2020, however a form of proxy not delivered to the transfer secretary by this time may be submitted electronically/by hand to the Chairman of the AGM at any time prior to the commencement of the AGM.*

### Dematerialised shareholders

Dematerialised shareholders who have not selected "own name" registration must not complete this form of proxy.

They must inform their broker or CSDP timeously of their intention to attend and vote at the Annual General Meeting or be represented by proxy thereat in order for the broker or CSDP to issue them with the necessary letter of representation to do so or provide the broker or CSDP timeously with their voting instructions should they not wish to attend the Annual General Meeting in order for the broker or CSDP to vote in accordance with their instructions at the Annual General Meeting.

I/We (FULL NAMES IN BLOCK LETTERS PLEASE)

of (address) (BLOCK LETTERS PLEASE)

Telephone no: (WORK) (area code)

Cell phone no:

Telephone no: (HOME) (area code)

E-mail address:

being the holder/s of

shares hereby appoint

1. or failing him/her

2. or failing him/her

3. the Chairman of the Annual General Meeting

as my/our proxy to act for me/us on my/our behalf at the Annual General Meeting in accordance with the following instructions (see note 2):

		For	Against	Abstain
<b>Ordinary Resolutions</b>				
<b>1.</b>	<b>Election of Directors</b>			
1.1	Mr JB Fernandes			
1.2	Ms AM le Roux			
1.3	Ms M Chauke			
1.4	Mr JJ Strydom			
<b>2.</b>	<b>Re-election of Directors</b>			
2.1	Mr JB Fernandes			
2.2	Prof SA Zinn			
2.3	Mr MJ Madungandaba			
<b>3.</b>	<b>Appointment of Chairman and Members to the Audit &amp; Risk Committee</b>			
3.1	Mr JB Fernandes (Chairperson)			
3.2	Ms AM le Roux			
3.3	Ms M Chauke			
<b>4.</b>	<b>Re-appointment of independent external auditor</b>			
<b>5.</b>	<b>General Authority to Issue Shares for cash</b>			
<b>6.</b>	<b>Approval of the Remuneration Policy</b>			
<b>7.</b>	<b>Approval of the Remuneration Implementation Report</b>			
<b>8.</b>	<b>Authority of Directors and/or Company Secretary</b>			
<b>Special Resolutions</b>				
<b>1.</b>	<b>Approval of Non-executive Directors fees</b>			
<b>2.</b>	<b>General authority to repurchase shares</b>			
<b>3.</b>	<b>Financial assistance to a related or inter-related company or companies</b>			
<b>4.</b>	<b>Financial assistance for subscription of shares to related or inter-related companies</b>			

\* One vote per share held by shareholders on the voting record date.

## NOTES TO THE FORM OF PROXY

### Please read the following notes and instructions carefully

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. The person whose name appears first on this 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.
2. A proxy appointed by a shareholder in terms hereof may not delegate his authority to act on behalf of the shareholder to any other person.
3. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the Annual General Meeting as he deems fit in respect of the entire shareholder's votes exercisable thereat.
4. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so. In addition to the foregoing, 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 AfroCentric. 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 at the later of the date stated in the revocation instrument, if any; or the date on which the revocation instrument was delivered in the required manner.
5. The chairman of the Annual General Meeting may reject or accept any form of proxy which is completed and/or received, otherwise than in accordance with these notes, provided that, in respect of acceptances, the chairman is satisfied as to the manner in which the shareholder/s concerned wishes to vote.
6. Each shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder) to attend, speak and vote in place of that shareholder at the Annual General Meeting.
7. 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 AfroCentric or the transfer secretaries or waived by the chairman of the Annual General Meeting.
8. Any alteration or correction made to this form of proxy must be initialled by the signatory (ies).
9. Where there are joint holders of Shares:
  - 9.1 any one holder may sign this form of proxy; and
  - 9.2 the vote of the senior (for that purpose seniority will be determined by the order in which the names of shareholders appear in the Register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of shares.
10. The form of proxy may be used at any adjournment or postponement of the Annual General Meeting, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.
11. An extract from the Act reflecting the provisions of section 58 of the Act is attached as an appendix to this form of proxy.
12. Unlisted securities (If applicable) and shares held as treasury shares may not vote.