

FORM OF PROXY

Please note that this form of proxy should only be used by the following shareholders:

- Certificated and own-name dematerialised shareholders; and
- Shareholders on the Mauritian share register,

and, accordingly, is not for the use of dematerialised shareholders who are not own-name registered or who are not on the Mauritian share register. Such shareholders are referred to paragraph 5 of the notice of the AGM, to which this form of proxy is annexed and which sets out the action to be taken by such shareholders who wish to attend the AGM in person or who wish to be represented thereat.

For use at the Company's annual general meeting to be held at Spier Wine Estate, Baden Powell Drive, Stellenbosch on Friday, 26 July 2019 at 09:30 ("the AGM").

I/We _____ (NAME/S IN BLOCK LETTERS)

of (address) _____

being the registered holder of _____ ordinary shares of PSG Konsult, hereby appoint:

1. _____ or failing him/her,
2. _____ or failing him/her,
3. the chairperson of the AGM,
 as my/our proxy to attend, speak and vote on my/our behalf for me/us on my/our behalf at the AGM for purposes of considering and, if deemed fit, passing, with or without modification, the ordinary resolutions and special resolutions to be proposed thereat and at each adjournment thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name(s) in accordance with the following instructions (see notes):

	Number of shares		
	In favour of	Against	Abstain
1.1 Ordinary resolution number 1: To re-elect Mr ZL Combi as director			
1.2 Ordinary resolution number 2: To re-elect Mr PJ Mouton as director			
2.1 Ordinary resolution number 3: To re-appoint Mr PE Burton as a member of the audit committee			
2.2 Ordinary resolution number 4: To re-appoint Mr J de V du Toit as a member of the audit committee			
2.3 Ordinary resolution number 5: To re-appoint Mr ZL Combi as a member of the audit committee			
2.4 Ordinary resolution number 6: To re-appoint Ms ZRP Matsau as a member of the audit committee			
3. Ordinary resolution number 7: To re-appoint the auditor, PricewaterhouseCoopers Inc.			
4. Ordinary resolution number 8: General authority to issue ordinary shares for cash			
5. Ordinary resolution number 9: Amendment of the PSG Konsult Group Share Incentive Trust Deed			
6. Ordinary resolution number 10: Non-binding advisory vote on PSG Konsult's remuneration policy			
7. Ordinary resolution number 11: Non-binding advisory vote on PSG Konsult's implementation report on the remuneration policy			
8. Special resolution number 1: Remuneration of non-executive directors			
9.1 Special resolution number 2: Inter-company financial assistance in terms of section 45 of the Companies Act			
9.2 Special resolution number 3: Financial assistance for the acquisition of shares in the Company or in a related or inter-related company in terms of section 44 of the Companies Act			
10. Special resolution number 4: Share repurchases by PSG Konsult and its subsidiaries			

One vote per PSG Konsult ordinary share held. Shareholders must insert the relevant number of votes they wish to vote in the appropriate box provided or insert "X" should they wish to vote all shares held by them.

Signed at _____ on this _____ day of _____ 2019.

Signature(s) _____

Capacity of Signatory (where applicable) _____

Assisted by (where applicable) (state capacity and full name) _____

Each PSG Konsult 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/her stead at the AGM.

NOTES

1. A PSG Konsult 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 AGM", provided that any such deletion must be initialled by the shareholder. The person who is present at the AGM, whose name appears first on this proxy form and who has not been deleted shall be entitled to act as proxy to the exclusion of those whose names follow.
2. A PSG Konsult shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of shares to be voted on behalf of that shareholder in the appropriate box provided or an "X" should they wish to vote all shares held by them. Failure to comply with the above will be deemed to authorise the chairman of the AGM, if he/she is the authorised proxy or any other proxy, to vote or to abstain from voting at the AGM 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.
3. When there are joint registered holders of any shares, any one of such persons may vote at the AGM in respect of such shares as if he/she was solely entitled thereto, but, if more than one of such joint holders are present or represented at any AGM, the person 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 shareholder, in whose name any shares stand, shall be deemed joint holders thereof.
4. Forms of proxy of shareholders must be completed and lodged at or posted to the transfer secretaries, Computershare Investor Services Proprietary Limited (Rosebank Towers, 15 Biermann Avenue, Rosebank 2196 or PO Box 61051, Marshalltown 2107) or emailed to them at proxy@computershare.co.za, so as to be received by the transfer secretaries by not later than 09:30 on Wednesday, 24 July 2019, provided that forms of proxy of shareholders on the Company's Mauritian share register must be completed and lodged at or posted to the Mauritius registrar and transfer agent, Intercontinental Secretarial Services Limited (Level 3, Alexander House, 35 Cybercity, Ebene 72201, Mauritius), or emailed to them at sbissumroy@intercontinentaltrust.com, so as to be received by the registrar and transfer agent by not later than 11:30 (Mauritius Time) on Wednesday, 24 July 2019. Notwithstanding the above, any form of proxy not delivered to Computershare Investor Services Proprietary Limited or, in the case of shareholders on the Mauritian share register, not delivered to Intercontinental Secretarial Services Limited by these times may be handed to the chairman of the AGM at any time before the appointed proxy exercises any shareholder rights at the AGM.
5. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).
6. 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 AGM.
7. The completion and lodging of this form of proxy shall not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
8. The chairman of the AGM may reject or accept a proxy form, which is completed otherwise than in accordance with these notes and instructions, provided that he is satisfied as to the manner in which a shareholder wishes to vote.
9. Save where otherwise indicated, all times reflected in this form of proxy, refer to South African time.