

Proxy form



Capitec Bank Holdings Limited

Incorporated in the Republic of South Africa
 Registration number: 1999/025903/06
 Registered bank controlling company
 Ordinary share code: CPI ISIN: ZAE000035861
 (“Capitec” or the “Company”)

Capitalised terms used in this proxy form shall bear the meanings ascribed thereto in the Notice to which this proxy form is attached.

This proxy form is for use by certificated shareholders and dematerialised shareholders with “own-name” registration as at the record date for the AGM (see note 1 overleaf).

This proxy form relates to the Capitec AGM to be held at the Company’s head office at 5 Neutron Road, Techno Park, Stellenbosch and via electronic communication on Friday, 26 May 2023, at 2.30 pm (see note 2 overleaf).

Dematerialised shareholders without “own-name” registration, must inform their CSDP or broker of their intention to attend the AGM and request their CSDP or broker to issue them with the necessary letter of representation (“LOR”) to attend the AGM in person and vote or provide their CSDP or broker with their voting instructions should they not wish to attend the AGM in person. These shareholders must not use this proxy form.

For instructions on the use of this proxy form and a summary of the rights of the shareholder and the proxy, please see the reverse of this form.

I/We _____ (please print)

of _____ (address)

being the registered holder(s) of _____ Ordinary Shares, hereby appoint

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the chairman of the AGM, as my/our proxy to attend, speak and vote on my/our behalf at the AGM (or any adjournment thereof).

My/our proxy shall vote as follows:

(Indicate with a cross how you wish your votes to be cast. If you do not do so, the proxy may vote or abstain at his/her discretion.)

	For	Against	Abstain
Ordinary resolutions			
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
Special resolutions			
1.			
2.			
3.			
4.			

Signed at _____ on this _____ day of _____ 2023

Signature _____

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

Please read the following notes to this proxy form and the summary of the rights contained in section 58 of the Act.

Notes to the proxy form

Notes

1. This proxy form must only be used by certificated shareholders or dematerialised shareholders with "own-name" registration.
2. A shareholder entitled to attend, participate in and vote at the AGM may appoint any individual (or 2 or more individuals) as a proxy or proxies to attend, participate in and vote at the AGM in the place of the shareholder. A proxy need not be a shareholder of the Company. A shareholder may insert the name of a proxy or the names of 2 alternative proxies of the shareholder's choice in the space provided, with or without deleting "the chairman of the AGM". The person whose name stands first on the proxy form and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
3. Voting will be conducted via poll and each shareholder will have one vote in respect of each share held. A shareholder's instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the shareholder on a poll in the appropriate box(es). Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholder's votes. Further, should any further resolution(s) or any amendment(s) which may properly be put before the AGM be proposed, the proxy shall be entitled to vote as he/she thinks fit.
4. A vote given in terms of an instrument of proxy shall be valid in relation to the AGM notwithstanding the death of the person granting it, or the revocation of the proxy, or the transfer of the Ordinary Shares in respect of which the vote is given, unless notification in writing of such death, revocation or transfer shall have been received by the Company or the Transfer Secretary before the commencement of the AGM or adjourned AGM at which the proxy is used.
5. The chairman of the AGM may reject or accept any proxy form which is completed and/or received other than in compliance with these notes.
6. The completion and lodging of this proxy form will not preclude the relevant shareholder from attending the AGM and speaking and voting thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to this proxy form, unless previously recorded by the Company or unless this requirement is waived by the chairman of the AGM.
8. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the Company.
9. Where there are joint holders of Ordinary Shares:
 - 9.1 any one holder may sign the proxy form; and
 - 9.2 the vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of shareholders appear on the Company's register of shareholders) who tender a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
10. Proxy forms should be lodged with, or mailed to Computershare Investor Services Proprietary Limited at the following address or via email at proxy@computershare.co.za to be received by no later than 2.30 pm on Wednesday, 24 May 2023 (or 48 hours before any adjournment of the AGM, which date, if necessary, will be notified on SENS and in the press). After this time, proxies may either (i) be submitted to Computershare via email at **proxy@computershare.co.za**; or (ii) handed to the chairman of the AGM, in each case at any time prior to the proxy exercising any rights of the shareholder at the AGM, and subject to the Transfer Secretary verifying the proxy form and proof of identification before shareholder rights are exercised at the AGM (or any adjournment thereof):

Hand deliveries to:	Postal deliveries to:
Computershare Investor Services Proprietary Limited	Computershare Investor Services Proprietary Limited
Rosebank Towers, First Floor	Private Bag X9000
15 Biermann Avenue	Saxonwold, 2132
Rosebank, 2196	
11. Any alteration or correction made to this proxy form, other than the deletion of alternatives, must be initialled by the signatory(ies).
12. Any proxy appointed pursuant to this proxy form may not delegate his/her authority to act on behalf of the relevant shareholder.
13. In terms of section 58 of the Act, unless revoked, an appointment of a proxy pursuant to this proxy form remains valid only until the end of the AGM or any adjournment of the AGM.
14. If the AGM is adjourned or postponed, valid proxy forms submitted for the initial AGM will remain valid in respect of any adjournment or postponement of the AGM.

Summary of rights contained in section 58 of the Companies Act, No. 71 of 2008, as amended (the “Act”)

In terms of section 58 of the Act:

- a shareholder of a company may, at any time and in accordance with the provisions of section 58 of the Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at a shareholders' meeting on behalf of such shareholder;
- a proxy may delegate his/her authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy (see note 12);
- irrespective of the form of instrument used to appoint a proxy:
 - the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder (see note 6); and
 - any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
- if an appointment of a proxy is revocable, 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 the company;
- a proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise (see note 3);
- if the instrument appointing a proxy or proxies has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Act or such company's memorandum of incorporation to be delivered to a shareholder must be delivered by the company to:
 - the relevant shareholder; or
 - the proxy or proxies, if the relevant shareholder has: (i) directed such company to do so, in writing; and (ii) paid any reasonable fee charged by such company for doing so; and
- if a company issues an invitation to its shareholders to appoint one or more persons named by the company as a proxy, or supplies a proxy form instrument:
 - the invitation must be sent to every shareholder entitled to a notice of the meeting at which the proxy is intended to be exercised;
 - the invitation or proxy form instrument supplied by the company must:
 - bear a reasonably prominent summary of the rights established in section 58 of the Act;
 - 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; 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;
 - the company must not require that the proxy appointment be made irrevocable; and
 - the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, or at any adjournment thereof.