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## FORM OF PROXY

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### RCL Foods Limited

Incorporated in the Republic of South Africa  
Registration number: 1966/004972/06  
Share code: RCL  
ISIN: ZEA000179438  
(the "Company")

This form of proxy relates to the General Meeting to be held at Ten The Boulevard, Westway Office Park, Westville, KwaZulu-Natal at 10:00 on Tuesday, 26 May 2020.

Terms used in this form of proxy have the meanings given to them in the Circular to which this form of proxy is attached.

This form of proxy is only for use by:

1. Certificated Shareholders who have not yet Dematerialised their Shares; and
2. Shareholders who have already Dematerialised their Shares and registered them in their own name.

It is not for use by Dematerialised Shareholders (other than "own-name" Dematerialised Shareholders). Such Dematerialised Shareholders must inform their CSDP or broker of their intention to attend the meeting in order for such CSDP to be able to issue them with the necessary authorisation to enable them to attend the General Meeting, or, alternatively, should they not wish to attend the General Meeting, they should provide their CSDP or broker with their voting instructions.

**Please print clearly when completing this form and see the instructions and notes on the next page of this form for an explanation on the use of this form of proxy and the rights of the Shareholder and the proxy.**

I/We \_\_\_\_\_ (please print name in full)

of (address) \_\_\_\_\_ (please print)

Telephone number \_\_\_\_\_ Cellphone number \_\_\_\_\_ Email: \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ ordinary shares in the Company (see note 4 overleaf),

do hereby appoint \_\_\_\_\_ 1 \_\_\_\_\_ or failing him/her

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

\_\_\_\_\_ 3. \_\_\_\_\_ the Chairperson of the General Meeting (see note 2 overleaf)

as my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the General Meeting of the Company to be held at Ten The Boulevard, Westway Office Park, Westville, KwaZulu-Natal at 10:00 on Tuesday, 26 May 2020 and at any postponement or adjournment thereof as follows:

	For	Against	Abstain
<b>Special resolution number 1</b> Specific Authority to repurchase the Repurchase Shares			
<b>Ordinary resolution number 1</b> To allow a director and/or company secretary to do all such things and to sign all such documents as may be necessary to implement special resolution number 1 above			

**Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. If you do not do so, the proxy may vote or abstain at his/her discretion. (see note 3 overleaf)**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature \_\_\_\_\_ (Please read the notes and instructions overleaf)

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## NOTES TO THE FORM OF PROXY

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### Summary of rights contained in section 58 of the Companies Act

Section 58 of the Companies Act, *inter alia*, confers the following rights on holders of shares in the Company (“Shareholders”) and their proxies:

- a Shareholder may, at any time and in accordance with section 58 of the Companies Act, appoint not more than one individual (including an individual who is not a Shareholder) as a proxy to participate in, and speak and vote at, the meeting on behalf of such Shareholder;
- a proxy appointment must be in writing, dated and signed by the Shareholder;
- a proxy may delegate his/her authority to act on behalf of a Shareholder to another person, subject to any restriction/s set out in the instrument appointing such Proxy;
- a copy of the instrument appointing a proxy must be delivered to the Company, or to any other person on behalf of the Company, before the proxy exercises any rights of the Shareholder at the General Meeting;
- 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 such Shareholder’s rights as a shareholder;
  - any appointment by a Shareholder is revocable, unless the form of instrument used to appoint such proxy states otherwise; and
  - 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 or the Company’s Transfer Secretaries;
- the revocation of a proxy appointment constitutes a complete and final termination of the proxy’s authority to act on behalf of the Shareholder in question as of the later of (i) the date stated in the revocation instrument, if any; or (ii) the date on which the revocation instrument was delivered to the Company or the Company’s Transfer Secretaries;
- any appointment remains valid only until the end of the General Meeting for which it is given (or any adjournment or postponement thereof), unless it is revoked in the manner contemplated in the instrument used to give effect to such appointment; and
- 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 Memorandum of Incorporation of the Company, or the instrument appointing the proxy, provides otherwise.

### Instructions and explanatory notes to the form of proxy

1. To be valid, this form of proxy must be completed and returned to the Transfer Secretaries at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posted to Private Bag X9000, Saxonwold, 2132 or emailed to: proxy@computershare.co.za, to be received by 10:00 on Friday, 22 May 2020 for administrative purposes, or alternatively handed to the Company Secretary of the Company or the Chairperson of the General Meeting prior to its commencement at 10:00 on Tuesday, 26 May 2020.
2. 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 overleaf, with or without deleting “the Chairperson of the General Meeting”, but any such deletion must be initialed by the Shareholder. Should this space be left blank, the proxy will be exercised by the Chairperson of the General Meeting. The person whose name appears first on the form of proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
3. A Shareholder’s voting instructions to the proxy must be indicated by the insertion of an “X” in the relevant spaces provided overleaf. Failure to do so shall be deemed to authorise the proxy to vote or to abstain from voting at the General Meeting, as he/she thinks fit.
4. This form of proxy shall apply to all the Shares registered in the name of the Shareholder unless a lesser number of Shares is inserted in the relevant space provided. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the Shareholder or by his/her proxy.
5. A minor 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.
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 Transfer Secretaries or waived by the Chairperson of the General Meeting.
7. The completion and lodging of this form of proxy shall not preclude the relevant Shareholder from attending the 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.
8. The completion of any blank spaces overleaf need not be initialed. Any alterations or corrections to this form of proxy must be initialed by the signatory/ies.
9. The provisions of the Companies Act in relation to the revocation of the appointment of a proxy apply. A Shareholder may accordingly revoke a proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of such revocation to the proxy and the Company.
10. If this form of 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:
  - 10.1. it is accompanied by a certified copy of the authority given by such Shareholder to the signatory; or
  - 10.2. the Company has already received a certified copy of that authority.
11. Companies and other corporate bodies which are Shareholders holding Certificated Shares or Dematerialised Shares with “own-name registration” may, instead of completing this form of proxy, appoint a representative to represent them and exercise all of their rights at the the General Meeting by giving written notice of the appointment of that representative. That notice will not be effective at the General Meeting unless it is accompanied by a duly certified copy of the resolution/s or other authorities in terms of which that representative is appointed and is received by the Company’s Transfer Secretaries, at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posted to Private Bag X9000, Saxonwold, 2132 or emailed to: proxy@computershare.co.za, to be received by 10:00 on Friday, 22 May 2020.
12. The Chairperson of the General Meeting may reject or accept any form of proxy which is completed other than in accordance with these instructions, provided that he/she is satisfied as to the manner in which a Shareholder wishes to vote.