

# FORM OF PROXY

## DELTA EMD LIMITED

(Formerly Delta Electrical Industries Limited)  
(Incorporated in the Republic of South Africa)  
(Registration number 1919/006020/06)  
Share code: DTA ISIN: ZAE000132817  
("Delta" or "the Company")

For use by certificated shareholders and dematerialised shareholders with own name registration only, at the hundred Annual General Meeting of shareholders of the Company to be held at the Boardroom, 10 Bompas Road, Dunkeld Johannesburg, on Wednesday, 12 December 2018 at 10:00.

Dematerialised shareholders without own name registration must inform their CSDP or broker of their intention to attend the Annual General Meeting and request their CSDP or broker to issue them with the necessary Letter of Representation to attend the Annual General Meeting in person and vote or provide their CSDP or broker with their voting instructions should they not wish to attend the Annual General Meeting in person. These shareholders must not use this form of proxy.

I/We

Of

(address)

being the holders of  shares in the Company, do hereby appoint (see note 3):

1. \_\_\_\_\_ or failing him/her,

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

3. the Chairperson of the Annual General Meeting,

as my/our proxy to act for me/us at the Annual General Meeting for purposes of considering and, if deemed fit, passing, with or without modification, the shareholders resolutions to be proposed thereat and at each adjournment thereof; and to abstain from voting for and/or against such resolutions in respect of the ordinary shares registered in my/our name in accordance with the following instructions:

		In favour of*	Against*	Abstain*
Ordinary resolution 1:	Acceptance of annual financial statements			
Ordinary resolution 2:	Re-election of P Baijnath as a non-executive director			
Ordinary resolution 3:	Re-election of EJ Nel as financial director			
Ordinary resolution 4:	Election of L Matteucci as Chairman of Audit Committee			
Ordinary resolution 5:	Election of Mr BR Wright as member of Audit Committee			
Ordinary resolution 6:	Election of Mr AC Hicks as member of Audit Committee			
Ordinary resolution 7:	Reappointment of Deloitte & Touche as external auditors			
Special resolution 1:	Approval of non-executive directors' fees			
Special resolution 2:	Approval of general authority to grant loans or other financial assistance to related or inter-related companies			

\* Insert an "X" or the number of ordinary shares (see note 9).

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2018

Signature \_\_\_\_\_

Assisted by (where applicable) \_\_\_\_\_

Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder of the Company) to attend, speak and vote in place of that shareholder at the Annual General Meeting.

**Please read the instructions and Companies Act summary on the reverse hereof.**

# NOTES TO THE FORM OF PROXY

## Instructions on signing and lodging of this Annual General Meeting form of proxy

1. A deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alterations must be signed, not initialled.
2. The Chairperson of the Annual General Meeting shall be entitled to decline to accept the authority of a signatory:
  - (a) under a power of attorney; or
  - (b) on behalf of a company,  
unless the power of attorney or authority is deposited with the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 or PO Box 61051, Marshalltown, 2107 by no later than 30 November 2018 on
3. The signatory may insert the name of any person(s) whom the signatory wishes to appoint as his/her proxy in the blank space/s provided for that purpose.
4. When there are joint holders of shares and if more than one such joint holder be present or represented, then the person whose name appears first in the securities register in respect of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.
5. The completion and lodging of this form of proxy will not preclude the signatory from attending the Annual General Meeting and speaking and voting in person thereat should such person wish to do so, to the exclusion of any proxy appointed in terms hereof.
6. If, in the appropriate place on the face of this form of proxy, there is no indication of how to vote in respect of any resolution, the proxy shall be deemed to have been instructed to vote in favour of the resolution.
7. The Chairperson of the Annual General Meeting may reject or accept any form of proxy which is completed, other than in accordance with these instructions, provided that, in the event of acceptance, the Chairperson is satisfied as to the manner in which a shareholder wishes to vote.
8. If the shareholding is not indicated on this form of proxy, the proxy will be deemed to be authorised to vote the total shareholding registered in the shareholder's name.
9. Please insert an "X" in the relevant space according to how you wish to vote. In respect of a lesser numbers of shares than you own in the Company, insert the number of shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to be on Instruction to the proxy to vote in favour of the resolution. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and/or in respect of which abstention is recorded may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.
10. A form of proxy sent by electronic medium to the Company Secretary or transfer secretaries within the time allowed for submission, shall be deemed to constitute an instrument of proxy.
11. 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 Secretary or waived by the Chairperson of the Annual General Meeting.
12. 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 Company Secretary.
13. Forms of proxy should be lodged with or mailed to Computershare Investor Services Proprietary Limited:

### Hand deliveries to:

Rosebank Towers, 15 Biermann Avenue  
Rosebank, Johannesburg, 2196

### Postal deliveries to:

PO Box 61051  
Marshalltown, 2107

to be received by no later than 8 October 2018 (or 48 hours before any adjournment of the Annual General Meeting which date, if necessary, will be published in the press or in effect of any adjustment of the Annual General Meeting, by no later than 48 hours before any adjustment such which date is necessary will be published in the press). A proxy form not lodged by this time may be handed to the Chairman before the due commencement of the meeting.

## Summary in terms of section 58(8)(b)(i) of the Companies Act

Section 58(8)(b)(i) provides that, if a company supplies a form of instrument for appointing a proxy, the form of proxy supplied by the Company for the purpose of appointing a proxy must bear a reasonably prominent summary of the rights established by section 58 of the Companies Act, 2008, as amended, which summary is set out below: For purposes of this summary, the term "shareholder" shall have the meaning ascribed thereto in section 57(1) of the Companies Act.

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 a manner contemplated in section 58(4)(c) of the Companies Act; or expires earlier as contemplated in section 58(8)(d) of the Companies Act.

The Memorandum of Incorporation of the Company prohibits:

- the concurrent appointment of two or more persons as proxy, therefore shareholders are not permitted to concurrently appoint two or more persons as proxy; and
- the delegation of authority to act by a proxy, therefore proxies are not permitted to delegate their authority to act to another person.

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 a shareholders' meeting.

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;
- the appointment is revocable unless the proxy appointment expressly states otherwise; and
- if the appointment is revocable, a shareholder may revoke the proxy appointment by:
  - cancelling it in writing, or making a later inconsistent appointment of a proxy; and
  - delivering a copy of the revocation instrument to the proxy and to the Company.

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
- upon which the revocation instrument is delivered to the proxy and the relevant company as required in section 58(4)(c)(ii) of the Companies Act.

Should the instrument appointing a proxy or proxies have been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's Memorandum of Incorporation to be delivered by the Company to the shareholder must be delivered by the Company to:

- the shareholder, or
- the proxy or proxies if the shareholder has in writing directed the com.

The Memorandum of Incorporation of the Company provides that the vote of a proxy must be in accordance with the express directions as to voting the shares in question specified in the applicable proxy form or instrument appointing the proxy, failing which the Company will be entitled to disregard the proxy form or instrument appointing the proxy. Accordingly, a proxy will not be entitled to exercise, or abstain from exercising, any voting right of the relevant shareholder without direction.

If the Company issues an invitation to shareholders to appoint one or more persons named by such company as a proxy, or supplies a form of instrument for appointing a proxy:

- such invitation must be sent to every shareholder who is entitled to receive notice of the meeting at which the proxy is intended to be exercised;
- the Company must not require that the proxy appointment be made irrevocable; and
- the proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Companies Act.