

**FORM OF PROXY****JCI Limited**

(Incorporated in the Republic of South Africa)  
 (Registration number: 1894/000854/06)  
 Share code: JCD (Suspended)  
 ISIN: ZAE ZAE000039681  
 ("JCI" or "the Company")

**NOTE:** Dematerialised Shareholders, other than "own name" dematerialised Shareholders, who wish to attend the Meeting by electronic participation, must instruct their CSDP or broker to issue them with the necessary authority to attend. Should dematerialised Shareholders, other than "own name" dematerialised Shareholders, be unable to attend the Meeting by electronic participation, but wish to vote by proxy, they must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between them and their CSDP or broker.

This form of proxy is for use by certificated ordinary Shareholders and "own name" dematerialised ordinary Shareholders of JCI only, at the Meeting of the JCI Shareholders to be held at the 10h00 on Friday, 23 October 2020.

**NOTE: All beneficial shareholders that have dematerialised their shares through a CSDP or Broker, other than those which are in "own name" must not return this form of proxy to the transfer secretaries.**

Completed Forms of Proxy are to be received at the office of the Transfer Secretaries, Computershare Investor Services (Pty) Ltd, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2001 (Private Bag X9000), Saxonwold, 2132) or email [proxy@computershare.co.za](mailto:proxy@computershare.co.za) by 10h00 on Wednesday, 21 October 2020. Forms of Proxy not lodged by this time may still be lodged to [proxy@computershare.co.za](mailto:proxy@computershare.co.za) prior to commencement of the meeting.

|                     |   |
|---------------------|---|
| I/We                | (name in block letters)                       |
| Of                  | (address in block letters)                    |
| Contact number      | (cell phone/telephone)                        |
|                     | (email)                                       |
| Being the holder of | Ordinary shares in JCI Ltd, do hereby appoint |
| 1.                  | or failing him/her                            |
| 2.                  | Or failing him/her                            |

3. The Chairman of the Meeting

as my/our proxy to attend, participate and vote for me/us on my/our behalf by electronic participation at the Meeting of JCI to be held at 10h00 on Friday, 23 October 2020, for the purpose of considering and, if deemed fit, passing with or without modification, the resolutions to be proposed thereat and at each adjournment thereof, as follows:

|                              | For | Against | Abstain |
|------------------------------|-----|---------|---------|
| Special resolution number 1  |     |         |         |
| Ordinary resolution number 1 |     |         |         |

Insert an "X" in the relevant space above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in JCI, insert the number of JCI ordinary shares held in respect of which you desire to vote (note 3).

|                                   |          |        |      |
|-----------------------------------|----------|--------|------|
| Signed at                         | on this  | day of | 2020 |
| Signature                         | Name     |        |      |
| Assisted by me (where applicable) | Capacity |        |      |

Each Shareholder is entitled to appoint one or more proxies concurrently as proxies (who need not be a Shareholder) to attend, participate and vote in place of that member at the Meeting.

**Please read the notes and instructions provided on the following page.**



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**NOTES:****SUMMARY OF HOLDERS' RIGHTS IN RESPECT OF PROXY APPOINTMENTS AS SET OUT IN SECTION 56 AND 58 OF THE COMPANIES ACT AND NOTES TO THE FORM OF PROXY**

1. All JCI Shareholders are entitled to attend, be represented and vote at the Meeting. Each JCI Shareholder present in person or by proxy at the Meeting shall be entitled, on a show of hands, to one vote irrespective of the number of shares he holds or represents, provided that a proxy shall irrespective of the number of Shareholders he represents have only one vote. On a poll, at the Meeting, a JCI Shareholder who is present in person or by proxy shall be entitled to one vote for each share held or represented.
2. A JCI Shareholder may insert the name of a proxy or the names of two alternate proxies of the Shareholder's choice in the space(s) provided, with or without deleting "the Chairman of the Meeting". If a deletion is made, such deletion must be initialled by the Shareholder. The person whose name stands first on the form of proxy and who is present at the Meeting will be entitled to act as proxy to the exclusion of those names follow.
3. A JCI Shareholder's instructions to the proxy as to whether to vote for, against or abstain from voting, and in respect of the relevant number of shares to vote in such a manner, shall, in respect of the resolution, be indicated as follows:
  - a. By the insertion of an "X" in the appropriate box provided to indicate whether to vote for, against, or abstain from voting. Such insertion, without the insertion of the relevant number of shares as contemplated in paragraph (b) below, shall require the proxy to vote or abstain from voting at the Meeting as indicated by the "X" in respect of all (and not some) of the Shareholder's votes exercisable thereat.
  - b. By the insertion of the relevant number of shares held by the Shareholder in JCI to indicate the number of shares to be voted for, against or abstain from voting (which will indicate the number of votes exercisable by the proxy on behalf of the Shareholder on a poll), in the appropriate box provided. Such an insertion, with or without the insertion of an "X", shall require the proxy to vote or abstain from voting at the JCI Meeting as indicated by the number so inserted in respect of such inserted number (and not a portion) of shares.
  - c. By the failure to insert anything in the appropriate box. Such failure will be deemed to authorise the Chairman of the Meeting, if he is the proxy, to vote in favour and any other proxy to vote or abstain from voting at the Meeting as he deems fit in respect of all (or a portion) of the Shareholder's votes exercisable thereat.
4. A JCI Shareholder is not obliged to use all the votes exercisable by the Shareholders, but the total of the votes cast, and in respect of which abstention is recorded, whether by the Shareholder or the proxy, may not exceed the total of the votes exercisable by the Shareholder.
5. A duly completed form of proxy must be lodged with or posted to the transfer secretaries, Computershare Investor Services (Proprietary) Limited, Transfer Secretaries, Computershare Investor Services (Proprietary) Limited, Rosebank Towers, 15 Bierman Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132) or email [proxy@computershare.co.za](mailto:proxy@computershare.co.za) so as to reach them no later than 10h00 Wednesday, 21 October 2020 (48 hours before the meeting). Forms can be emailed, posted or hand delivered.
6. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the Meeting and participating and voting in person thereat to the exclusion of any proxy appointed in terms thereof.
7. Documentary evidence establishing the authority of a person signing this form of proxy in a representative or other legal capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the Chairman of the Meeting, as the case may be.
8. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
9. The Chairman of the Meeting may reject or accept any form of proxy, which is completed and/or received, other than in compliance with the Notes.
10. In respect of joint holders, any such person may vote at the Meeting in respect of such joint shares, as if he were solely entitled thereto; but if more than one of such joint holders are present or represented at the Meeting, the person whose name stands first in the register in respect of such shares or his proxy as the case may be, is alone entitled to vote in respect thereof.