



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")

Dematerialised Shareholders, other than "own name" dematerialised Shareholders, who wish to attend the Annual General Meeting 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 Annual General Meeting in person, 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 Annual General Meeting of the JCI Shareholders (the "AGM") to be held at 10h00 on Friday, 9 June 2017.

Shareholders who have dematerialised their shares, other than "own name" dematerialised Shareholders, 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 representations to attend or provide their CSDP or broker with their voting instruction should they not wish to attend the JCI Annual General Meeting in person. **Such Shareholders must not return this form of proxy to the transfer secretaries.**

I/We (please print name in full) _____

of address (please print) _____

being the holder of _____ ordinary shares in JCI, hereby appoint (see note 2)

- 1. _____ or failing him/her
- 2. _____ or failing him/her
- 3. the Chairman of the Annual General Meeting.

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the JCI Annual General Meeting which is to be held for the purpose 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 or against the ordinary resolutions and special resolutions or to abstain from voting in respect of their ordinary shares in the issued share capital of JCI registered in my/our names(s), in accordance with the following instructions (see note 3).

	For	Against	Abstain
Ordinary resolution number 1 – To re-appoint KPMG Inc. as auditors of the Company for the 2017 financial period until the conclusion of the next Annual General Meeting.			
Ordinary resolution number 2.1 – To re-elect Mr PRS Thomas as a Director of the Company			
Ordinary resolution number 2.2 – To re-elect Mr DMPS Daly as a Director of the Company			
Ordinary resolution number 2.3 – To re-elect Mr PH Gray as a Director of the Company			
Ordinary resolution number 3 – To authorise one Director and/or the Company Secretary to implement the resolutions taken at the Annual General Meeting			
Special resolution number 1 – To approve the remuneration of the Independent Non-Executive Directors			

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 (see note 3).

Signed at _____ on _____ 2017

Signature _____

Assisted by me (where applicable) _____

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

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



NOTES:

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

1. All JCI Shareholders are entitled to attend, be represented and vote at the JCI Annual General Meeting. Each JCI Shareholder present in person or by proxy at the Annual General 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 vote. On a poll, at the JCI Annual General 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 Annual General Meeting". If a deletion is made, such deletion must be initialled by the Shareholder. The person whose name stand first on the form of proxy and who is present at the JCI Annual General 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 JCI Annual General 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 as insertion, with or without the insertion of an "X", shall require the proxy to vote or abstain from voting at the JCI Annual General 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 JCI Annual General 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 of 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, Rosebank Towers, 15 Bierman Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) so as to reach them no later than 10h00 on Wednesday, 7 June 2017. Forms can be posted or hand delivered.
6. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusions 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 Annual General 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 Annual General 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 JCI Annual General 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 JCI Annual General 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.