

## FORM OF PROXY

### MultiChoice Group Limited

(Incorporated in the Republic of South Africa)

Registration number: 2018/473845/06

JSE share code: MCG

ISIN: ZAE000265971

(MCG or the company)

For use by shareholders at the annual general meeting (AGM) to be held at 11:00 am on Thursday, 27 August 2020 by electronic participation.

I/We

(name in block letters)

(Identity number/registration number)

of

(physical address, email and contact number)

being the holder(s) of

(number of shares)

shares in the company, hereby appoint (see note 1):

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

the chair of the company, or failing him/her, the chair of the AGM as my/our proxy to vote for me/us on my/our behalf at the AGM of the company to be held at 11:00 am on Thursday, 27 August 2020 by electronic participation, or at any adjournment, and generally to act as my/our proxy at this meeting.

I/We desire to vote as follows (see note 10):

		For	Against	Abstain
<b>Ordinary resolution number 1</b>	Presenting the annual reporting suite			
<b>Ordinary resolution number 2</b>	Re-election of directors:			
	2.1 Francis Lehlohonolo Napo Letele			
	2.2 Jabulane Albert Mabuza			
	2.3 Kgomotso Ditsebe Moroka			
<b>Ordinary resolution number 3</b>	Reappointment of independent auditor			
<b>Ordinary resolution number 4</b>	Appointment of audit committee members:			
	4.1 Louisa Stephens (chair)			
	4.2 Christine Mideva Sabwa			
	4.3 Elias Masilela			
<b>Ordinary resolution number 5</b>	General authority to issue shares for cash			
<b>Ordinary resolution number 6</b>	Approval of amendments to MultiChoice restricted share plan			
<b>Non-binding advisory resolution number 1</b>	Endorsement of the company's remuneration policy			
<b>Non-binding advisory resolution number 2</b>	Endorsement of the implementation of the company's remuneration policy			

## FORM OF PROXY *continued*

		For	Against	Abstain
<b>Special resolution number 1</b>	Approval of the remuneration of non-executive directors			
	1.1 Non-executive director	R725 000 <sup>(1)</sup>		
	1.2 Lead independent non-executive director	R1 087 500 <sup>(1)</sup>		
	<b>Committees</b>			
	1.3 Audit committee: Chair	R420 000		
	1.4 Member of audit committee	R210 000		
	1.5 Risk committee: Chair	R250 000		
	1.6 Member of risk committee	R125 000		
	1.7 Remuneration committee: Chair	R295 000		
	1.8 Member of remuneration committee	R147 500		
	1.9 Nomination committee: Chair	R200 000		
	1.10 Member of nomination committee	R100 000		
	1.11 Social and ethics committee: Chair	R230 000		
	1.12 Member of social and ethics committee	R115 000		
<b>Special resolution number 2</b>	General authority to repurchase shares			
<b>Special resolution number 3</b>	General authority to provide financial assistance in terms of section 44 of the Act			
<b>Special resolution number 4</b>	General authority to provide financial assistance in terms of section 45 of the Act			
<b>Ordinary resolution number 7</b>	Authorisation to implement resolutions			

**Note**

(1) Plus daily fees when travelling to and attending meetings.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2020

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

Signature: \_\_\_\_\_

Telephone numbers (including international and area code) and email address

Home number: \_\_\_\_\_ Mobile number: \_\_\_\_\_

Email address: \_\_\_\_\_

Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder(s) of the company).

Please see notes on pages 83 to 84.

## NOTES TO THE FORM OF PROXY

### THE FOLLOWING PROVISIONS SHALL APPLY IN RELATION TO PROXIES:

1. A shareholder of the company may appoint any individual (including one who is not a shareholder of the company) as a proxy to participate in, speak and vote at the AGM of the company. A shareholder may therefore insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the chair of the company, or failing him/her, the chair of the AGM". The person whose name is first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
3. A proxy instrument must be in writing, dated and signed by the shareholder.
4. A proxy may not delegate his/her authority to act on behalf of the shareholder to another person.
5. 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 AGM.
6. Irrespective of the form of instrument used to appoint the proxy: (i) the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in exercising any rights as a shareholder; (ii) the appointment is revocable unless the proxy appointment expressly states otherwise; and (iii) 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 the company.
7. Every shareholder present in person or by proxy and entitled to vote, will on a show of hands have only one vote and, on a poll, every shareholder will have one vote for every share held.
8. Documentary evidence establishing the authority of the person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the company or waived by the chair of the AGM.
9. A certificated or 'own name' dematerialised shareholder may insert the names of two alternative proxies of the shareholder's choice in the space provided, deleting 'the chair of the AGM'. The person whose name appears first on the form of proxy and whose name has not been deleted and who attends the meeting, will be entitled and authorised to act as proxy to the exclusion of those whose names follow.
10. A shareholder's instructions to the proxy must be indicated by that shareholder in the appropriate space provided in this form, failing which the proxy shall not be entitled to vote at the AGM in respect of the shareholder's votes exercisable at that meeting, provided where the proxy is the chair, failure to so comply will be deemed to authorise the chair to vote in favour of the resolutions. A shareholder's instructions to the proxy must be indicated by inserting an X in the appropriate box. A proxy appointment shall be suspended should a shareholder wish to participate in the meeting in person after having submitted the proxy form.
11. A shareholder may at any time appoint a proxy. For practical purposes, forms of proxy are requested to be lodged with the transfer secretaries, Singular Systems Proprietary Limited, 25 Scott Street, Waverley 2090 or PO Box 785261, Sandton, 2146 or [multichoice@singular.co.za](mailto:multichoice@singular.co.za), to reach them not less than forty-eight (48) hours (not including Saturdays, Sundays and public holidays) before the AGM, that is by 10:45 am on Thursday, 27 August 2020. As a result of delays in postal services and restrictions which may apply to postal services, shareholders are encouraged to email their forms of proxy to the address provided above.

## NOTES TO THE FORM OF PROXY *continued*

12. The completion and lodging of this form of proxy will not preclude the certificated shareholder or 'own name' dematerialised shareholder from attending the AGM and speaking and voting in person at the meeting to the exclusion of any proxy appointed in terms hereof. Shareholders who have previously submitted a proxy form for a proxy to attend and vote at the AGM on their behalf, but have, since submitting the proxy form, decided to rather attend and vote at the AGM themselves (rather than by proxy representation), must apply to TMS to do so by delivering the Application on pages 85 to 86 of this booklet to TMS by no later than 10:45 am on 27 August 2020.
13. An instrument of proxy shall be valid for any adjournment or postponement of the AGM, as well as for the meeting to which it relates, unless the contrary is stated therein, but shall not be used at the resumption of an adjourned AGM if it could not have been used at the AGM from which it was adjourned for any reason other than that it was not lodged timeously for the meeting from which the adjournment took place.
14. A vote cast or act done in accordance with the terms of a form of proxy shall be deemed to be valid despite:
  - 14.1 the death, insanity, or any other legal disability of the person appointing the proxy; or
  - 14.2 the revocation of the proxy; or
  - 14.3 the transfer of a share in respect of which the proxy was given, unless notice as to any of the abovementioned matters shall have been received by the company at its registered office or by the chair of the AGM at the place of the AGM, if not held at the registered office, before the commencement or resumption (if adjourned) of the AGM at which the vote was cast or the act was done or before the poll on which the vote was cast.
15. The authority of a person signing the form of proxy:
  - 15.1 under a power of attorney; or
  - 15.2 on behalf of a company or close corporation or trust, must be attached to the form of proxy unless the full power of attorney has already been received by the company or the transfer secretaries.
16. Where shares are held jointly, all joint holders must sign.
17. Dematerialised shareholders, other than by 'own name' registration, must NOT complete this form of proxy and must provide their central securities depository participant (CSDP) or broker of their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP and/or broker.
18. Shareholders should take note that, pursuant to a provision of the MCG MOI, MCG is permitted to reduce the voting rights of shares in MCG (including MCG shares deposited in terms of the ADS facility) so that the aggregate voting power of MCG shares that are presumptively owned or held by foreigners to South Africa (as envisaged in the MCG MOI) will not exceed 20% of the total voting power in MCG. This is to ensure compliance with certain statutory requirements applicable to South Africa. For this purpose MCG will presume in particular that:
  - all MCG shares deposited in terms of the MCG ADS facility are owned or held by foreigners to South Africa, regardless of the actual nationality of the MCG ADS holder; and
  - all shareholders with an address outside of South Africa on the register of MCG will be deemed to be foreigners to South Africa, irrespective of their actual nationality or domicile, unless such shareholder can provide proof, to the satisfaction of the MCG board, that it should not be deemed to be a foreigner to South Africa, as envisaged in article 40.1.3 of the MCG MOI.

Shareholders are referred to the provisions of the MCG MOI available at [www.multichoice.com](http://www.multichoice.com) for further detail. If shareholders are in any doubt as to what action to take, they should seek advice from their broker, attorney or other professional adviser.

# APPLICATION FORM FOR ELECTRONIC PARTICIPATION IN MULTICHOICE GROUP LIMITED'S ANNUAL GENERAL MEETING

## INSTRUCTIONS

- The annual general meeting of MultiChoice Group Limited (the Company's) will be by way of electronic participation only. Shareholders or their proxies who wish to participate in the annual general meeting (Participants) to be held on Thursday, 27 August 2020, must apply to the Company's scrutineers, The Meeting Specialists (Pty) Ltd (TMS).
- In order to apply to TMS, Participants must deliver this form together with a certified copy of the Participant's identity document or passport (the Application) to TMS by no later than 10:45 am on Thursday, 27 August 2020.  
The Application must be delivered to:
  - a) JSE Building, One Exchange Square, 2 Gwen Lane, Sandown, 2196; OR
  - b) [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za); OR
  - c) PO Box 62043, Marshalltown, 2107.
- Posting of the Application to TMS's physical or postal address above is at the risk of the Participant. As a result of delays in postal services and restrictions which may apply to postal services, Participants are encouraged to email their forms to the email address provided above.
- Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with 'own name' registration, should contact their central securities depository participant (**CSDP**) or broker in the manner and time stipulated in their agreement with their CSDP or broker:
  - to furnish them with their voting instructions, and
  - in the event that they wish to attend the meeting, to obtain the necessary authority to do so.These shareholders are required to submit their Letter of Representation to us together with the completed Electronic Participation Form and a ID copy.
- Participants will be able to vote during the general meeting through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the general meeting, must provide TMS with the information requested below and a certified copy of their identity document or passport.
- Each shareholder, who has complied with the requirements below, will be contacted between Monday, 17 August 2020 and 11:00 am on Thursday, 27 August 2020 via email/mobile with a unique link to allow them to participate electronically in the virtual annual general meeting.
- The cost of the Participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider.
- The cut-off time, for administrative purposes, to participate in the meeting will be 10:45 am on Thursday, 27 August 2020.
- The Participant's unique access credentials will be forwarded to the email/cell number provided below.

# APPLICATION FORM FOR ELECTRONIC PARTICIPATION IN MULTICHOICE GROUP LIMITED'S ANNUAL GENERAL MEETING

continued

## Application form

Name and surname of shareholder	
Name and surname of shareholder representative (if applicable)	
ID number	
Email address	
Cell number	
Telephone number	
Name of CSDP or broker (if shares are held in dematerialised format)	
SCA number or broker account number	
Number of shares	
Signature	
Date	

By signing this form I agree and consent to the processing of my personal information above for the purpose of participation in the annual general meeting.

## TERMS AND CONDITIONS FOR PARTICIPATION AT THE MULTICHOICE GROUP LIMITED ANNUAL GENERAL MEETING VIA ELECTRONIC COMMUNICATION

- The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the annual general meeting is for the expense of the Participant and will be billed separately by the Participant's own telephone service provider.
- The Participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies MultiChoice Group Limited, JSE Limited and TMS and/or its third-party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against MultiChoice Group Limited, JSE Limited and TMS and/or its third-party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the annual general meeting.
- Participants will be able to vote during the annual general meeting through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the annual general meeting, must act in accordance with the requirements set out above.
- Once the Participant has received the link, the onus to safeguard this information remains with the Participant.
- The Application will only be deemed successful if this application form is (i) fully completed and signed by the Participant, (ii) is accompanied by a certified copy of the Participant's identity document or passport and (iii) is delivered to TMS or emailed to [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za)

Shareholder name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_