

Form of proxy

MultiChoice Group Limited
(Incorporated in the Republic of South Africa)
Registration number: 2018/473845/06
JSE share code: MCG
ISIN: ZAE000265971
(the company)

To be completed by registered certificated shareholders and shareholders who have dematerialised their shares with own name registration.

All other dematerialised shareholders must contact their CSDP or broker to make the relevant arrangements concerning voting and/or attendance via electronic means at the AGM.

This form of proxy relates to the third AGM of shareholders of the company to be held via electronic means only on Thursday 26 August 2021 at 11:00 SAST and is for use by registered shareholders whose shares are registered in their own names by the record date, Friday 20 August 2021.

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

For administrative purposes only, the completed forms of proxy must be lodged with:

- TMS, One Exchange Square, 2 Gwen Lane, Sandown, Johannesburg, 2196; or
- Completed forms of proxy can also be posted to TMS, PO Box 62043, Marshalltown, 2107 or emailed to proxy@tmsmeetings.co.za to reach them at least 48 hours before the AGM, that is by 11:00 SAST on Tuesday 24 August 2021. Any forms of proxy not received by this time can be provided electronically to the chair of the AGM immediately prior to the AGM via email to proxy@tmsmeetings.co.za.

Please print clearly when using this form and see the instructions and notes at the end of this form for an explanation of the use of this form of proxy and the rights of the shareholder and the proxy.

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 notes overleaf):

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 SAST on Thursday, 26 August 2021 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:

		For	Against	Abstain
Ordinary resolution number 1	Presenting the annual reporting suite			
Ordinary resolution number 2	Election of James Hart du Preez as an independent non-executive director			
Ordinary resolution number 3	Re-election of directors:			
	3.1 Christine Mideva Sabwa			
	3.2 Fatai Adegboyega Sanusi			
	3.3 John James Volkwyn			
Ordinary resolution number 4	Reappointment of independent auditor			
Ordinary resolution number 5	Appointment of audit committee members:			
	5.1 Louisa Stephens (chair)			
	5.2 James Hart du Preez			
	5.3 Elias Masilela			
	5.4 Christine Mideva Sabwa			
Ordinary resolution number 6	General authority to issue shares for cash			

Form of proxy continued

		For	Against	Abstain
Non-binding advisory resolution number 1	Endorsement of the company's remuneration policy			
Non-binding advisory resolution number 2	Endorsement of the implementation of the company's remuneration policy			
Special resolution number 1	Approval of the remuneration of non-executive directors			
Special resolution number 2	General authority to repurchase shares			
Special resolution number 3	General authority to provide financial assistance in terms of section 44 of the Companies Act			
Special resolution number 4	General authority to provide financial assistance in terms of section 45 of the Companies Act			
Ordinary resolution number 7	Authorisation to implement resolutions			

Signed at _____ on _____ 2021

Signature of authorised representative of shareholder or individual shareholder: _____

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

Home number: _____ Mobile number: _____

Email address: _____

Please read notes to the proxy set out overleaf.

Notes to the form of proxy

SUMMARY OF THE RIGHTS OF A SHAREHOLDER TO BE REPRESENTED BY PROXY IN TERMS OF SECTION 58 OF THE COMPANIES ACT READ WITH THE COMPANY'S MOI

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 irrevocable, 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 form of proxy.
11. A shareholder may at any time appoint a proxy. For administrative purposes only, the completed forms of proxy must be lodged with TMS, One Exchange Square, 2 Gwen Lane, Sandown, Johannesburg, 2196. Completed forms of proxy can also be posted to TMS, PO Box 62043, Marshalltown, 2107 or emailed to proxy@tmsmeetings.co.za to reach them 48 hours before the AGM, that is by Tuesday 24 August 2021 at 11:00 SAST. Any forms of proxy not received by this time must be provided electronically to the chair of the AGM immediately prior to the commencement of the AGM via email to proxy@tmsmeetings.co.za. Documentary evidence

Notes to the form of proxy continued

establishing the authority of a person signing the form of proxy in a representative capacity must be attached to the form of proxy prior to the proxy exercising a shareholder's right at the meeting unless previously recorded or waived by the chair of the AGM.

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.
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 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 MOI, the company is permitted to reduce the voting rights of shares in the company (including company shares deposited in terms of the ADS facility) so that the aggregate voting power of company shares that are presumptively owned or held by foreigners to South Africa (as envisaged in the company's MOI) will not exceed 20% of the total voting power in the company. This is to ensure compliance with certain statutory requirements applicable to South Africa. For this purpose, the company will presume in particular that:
 - All company shares deposited in terms of the company ADS facility are owned or held by foreigners to South Africa, regardless of the actual nationality of the company ADS holder.
 - All shareholders with an address outside of South Africa on the register of the company 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 board, that it should not be deemed to be a foreigner to South Africa, as envisaged in article 40.1.3 of the MOI.
19. A proxy (appointed by a shareholder using this form or any other proxy document) who wishes to participate (attend, speak and/or vote) at the AGM must complete and submit the application form for electronic participation as well.