

Form of proxy

Barloworld Limited

(Incorporated in the Republic of South Africa)
Company registration number 1918/000095/06
Income tax registration number 9000/051/71/5)

Share code: BAW

JSE ISIN: ZAE000026639

Share code: BAWP

JSE ISIN: ZAE000026647

("Barloworld" or "the company")

Only for the use of registered holders of certificated ordinary shares (ordinary shares) and certificated 6% non-redeemable cumulative preference shares (preference shares) in the company and holders of dematerialised ordinary shares with own-name registration and dematerialised preference shares with own-name registration at the annual general meeting to be held virtually on Friday, 17 February 2023 at 09:00 (South African time).

Holders of ordinary shares and preference shares in the company (collectively, "shares") (whether certificated or dematerialised) through a nominee must not complete this form of proxy but should inform that nominee timeously, or, if applicable, their Central Securities Depository Participant (CSDP) or stockbroker of their intention to attend the annual general meeting (AGM) and request such nominee, CSDP or stockbroker to issue them with the necessary authorisation to attend or provide such nominee, CSDP or stockbroker with their voting instructions should they not wish to attend the AGM in person. Such shareholders must not return this form of proxy to the transfer secretaries.

I/we	of
being the holder(s) of	ordinary shares or
being the holder(s) of	preference shares
hereby appoint	of
or, failing him/her	

failing him/her hereby appoint the chairman of the AGM, as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolution(s) to be proposed at the AGM and at each adjournment of the meeting and to vote for or against such resolutions or to abstain from voting in respect of the ordinary shares or the preference shares registered in my/our name, in accordance with the following instructions (see note 9).

Part A – To be completed by ordinary shareholders

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

Ordinary resolutions	For	Against	Abstain
Ordinary resolution 1: Acceptance of annual financial statements			
Ordinary resolution 2: Re-election of Ms HH Hickey			
Ordinary resolution 3: Re-election of Ms NP Mnxasana			
Ordinary resolution 4: Re-election of Mr P Schmid			
Ordinary resolution 5: Election of Mr N Chiaranda			
Ordinary resolution 6: Election of Ms HH Hickey as a member and chair of the audit committee			
Ordinary resolution 7: Election of Mr N Chiaranda as a member of the audit committee			
Ordinary resolution 8: Election of Ms NP Mnxasana as a member of the audit committee			
Ordinary resolution 9: Appointment of external auditors			
Ordinary resolution 10: Non-binding advisory vote on remuneration policy			
Ordinary resolution 11: Non-binding advisory vote on remuneration implementation report			

Special resolutions	For	Against	Abstain
Special resolution 1: Approval of loans or other financial assistance to related or inter-related companies or corporations			
Special resolution 2: General authority to acquire the company's own shares			

Insert an "X" in the relevant spaces 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 ordinary shares than you own in the company, insert the number of ordinary shares held in respect of which you desire to vote (see note 9).

Part B – To be completed by 6% non-redeemable cumulative preference shareholders (“preference shareholders”)

Resolution	*For	*Against	*Abstain
Special resolution 2: General authority to acquire the company's own shares			

* Insert an “X” in the relevant space above according to how you wish your vote to be cast. However, if you wish to cast your vote in respect of a lesser number of preference shares than you own in the company, insert the number of preference shares held in respect of which you desire to vote (see note 9).

Signed at _____ on _____ 2022/2023

Signature/s _____
(Authority of signatory to be attached if applicable – see note 11)

Assisted by me _____
(Where applicable – see note 12)

Each ordinary shareholder is entitled to appoint a proxy (who need not be a shareholder of the company) to attend, speak and vote in place of that ordinary shareholder at the meeting.

Each preference shareholder is entitled to appoint a proxy (who need not be a shareholder of the company) to attend, in relation to special resolution 2 only, speak and vote in place of that preference shareholder at the meeting.

The ordinary shareholders are entitled to vote on all the resolutions set out in the notice of the AGM. On a show of hands, every ordinary shareholder who is present in person or by proxy at the meeting will have one vote (irrespective of the number of ordinary shares held in the company) and, on a poll, every shareholder will have one vote for every ordinary share held or represented.

The preference shareholders are entitled to vote on special resolution 2 set out in the notice of the AGM. On a show of hands, every preference shareholder who is present in person or by proxy at the meeting will have one vote (irrespective of the number of preference shares held in the company) and, on a poll, every preference shareholder will have forty votes for every preference share held or represented.

Please read the notes on page 12.

Terms and conditions for participation at the Barloworld Limited annual general meeting to be held at 09:00 on Friday, 17 February 2023 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 Barloworld Limited, the JSE Limited and TMS and/or their 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 Barloworld Limited, the 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 has been fully completed and signed by the participant and delivered or e-mailed to TMS at proxy@tmsmeetings.co.za

Shareholder name: _____

Signature: _____

Date: _____

Notes to the form of proxy

Instructions on signing and lodging of the annual general meeting (AGM) 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 chairman 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, JSE Investor Services Proprietary Limited, 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000), or by not later than 09:00 (South African time) on Wednesday, 15 February 2023.
3. The signatory may insert the name of any persons(s) whom the signatory wishes to appoint as his/her proxy in the blank space/s provided for that purpose.
4. Where 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 AGM 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 the proxy, there is no indication of how to vote in respect of any resolution, the proxy shall be entitled to vote as he/she deems fit in respect of that resolution.
7. The chairman of the AGM 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, he/she is satisfied as to the manner in which a shareholder wishes to vote.
8. If the shareholding is not indicated on the 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 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 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 authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholder's votes exercisable at the meeting. 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 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 chairman of the AGM.
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.

Summary in terms of section 58(8)(b) (i) of the Companies Act, 2008 (as amended)

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:

- A shareholder of a company may, at any time, appoint any individual, including an individual who is not a shareholder of that company, as a proxy, among other things, to participate in, and speak and vote at a shareholders' meeting on behalf of the shareholder.
- 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.

- A proxy may delegate the proxy's authority to act on behalf of the shareholder to another person.
- A proxy appointment must be in writing, dated and signed by the shareholder, and remains valid only until the end of the meeting at which it was intended to be used, unless the proxy appointment is revoked, in which case the proxy appointment will be cancelled with effect from such revocation.
- A shareholder may revoke a proxy appointment in writing.
- A proxy 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.
- A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction.