

# 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  
 A2X share code: BAW  
 JSE ISIN: ZAE000026639  
 Share code: BAWP  
 JSE ISIN: ZAE000026647  
 Bond issuer code: BIBAW  
 (“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, 21 February 2025 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 \_\_\_\_\_ (name)  
 of \_\_\_\_\_ (address)  
 being a shareholder/shareholders of Barloworld and entitled to \_\_\_\_\_ vote  
 do hereby appoint \_\_\_\_\_  
 or failing him/her, \_\_\_\_\_

or 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 to consider 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

Ordinary resolutions	Number of votes (one vote per share)		
	For	Against	Abstain
Ordinary Resolution 1: Acceptance of Annual Financial Statements			
Ordinary Resolution 2: Re-election of Mr Peter Schmid			
Ordinary Resolution 3: Re-election of Ms Bashirat Odunewu			
Ordinary Resolution 4: Re-election of Ms Nomavuso Mnxasana			
Ordinary resolution 5: Election of Mr Vuyisa Nkonyeni as Audit Committee member			
Ordinary resolution 6: Election of Mr Nicola Chiaranda as Audit Committee member			
Ordinary resolution 7: Election of Ms Nomavuso Mnxasana as Audit Committee member			
Ordinary resolution 8: Election of Ms Bashirat Odunewu as Audit Committee member			
Ordinary Resolution 9: Appointment of External Auditors			
Ordinary Resolution 10: Endorsement of the Remuneration Policy			
Ordinary Resolution 11: Endorsement of the implementation of the Remuneration Policy			
Special resolutions	Number of votes (one vote per share)		
	For	Against	Abstain
Special Resolution 1: 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”)**

Special resolutions	Number of votes (one vote per share)		
	For	Against	Abstain
Special Resolution 3: 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 \_\_\_\_\_ 2025  
 Signature \_\_\_\_\_ (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 3 only and 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 3 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 10.

## Notes to the Form of Proxy

Instructions on signing and lodging of the Form of Proxy for participation at the Annual General Meeting (AGM).

1. The 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, One Exchange Square, 2 Gwen Lane, Sandown, 2196 (PO Box 4844, Johannesburg, 2000), or by not later than 09:00 (South African time) on Wednesday, 19 February 2025.
3. The signatory may insert the name of any persons(s) the signatory wishes to appoint as their 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 is present or represented, then the person whose name appears first in the securities register in respect of such shares or their 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 they deem 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, they are satisfied with 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 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 they deem fit in respect of all the shareholder's votes exercisable at the meeting. A shareholder or their proxy is not obliged to use all the votes exercisable by the shareholder or by their proxy. However, the total of the votes cast for which abstention is recorded may not exceed the total number of votes exercisable by the shareholder or their 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 their parent or guardian unless the relevant documents establishing their 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 the 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 remain 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 shareholder voting right without direction