



**HOMECHOICE INTERNATIONAL PLC**  
(Registration number C171926)  
(Incorporated in the Republic of Mauritius)  
(the "Company")

# Form of proxy

For use only by:

- Holders of certificated ordinary shares in the Company; and
- Holders of dematerialised ordinary shares in the Company held through a Central Securities Depository Participant (CSDP) or broker and who have selected "own name" registration,

at the AGM of Shareholders of the Company to be held and conducted entirely by electronic communication on Thursday, 26 May 2022 and at any adjournment thereof.

If you are a Shareholder as referred to above and entitled to attend and vote at the AGM, you can appoint a proxy or proxies to attend, vote and speak in your stead at the AGM. A proxy need not be a Shareholder of the Company.

If you are an ordinary Shareholder and have dematerialised your ordinary shares through a CSDP (and have not selected "own name" registration in the sub-register maintained by a CSDP), do not complete this form of proxy but instruct your CSDP to issue you with the necessary authority to attend the AGM or, if you do not wish to attend, provide your CSDP with your voting instructions in terms of your custody agreement entered into with it.

I/We (full names) \_\_\_\_\_

of (address) \_\_\_\_\_

being a Shareholder of the Company and entitled to \_\_\_\_\_ votes (one per share)

hereby appoint \_\_\_\_\_ or failing him/her \_\_\_\_\_

or failing him/her the chairman of the meeting, as my/our proxy to attend, speak and, on a poll, vote for me/us and on my/our behalf at the AGM, and at any adjournment thereof, and to vote or abstain from voting as follows on the resolutions to be proposed at the AGM, with or without modification, as follows\*:

Proposed resolutions		For	Against	Abstain
Ordinary resolution number 1:	To receive and adopt the annual financial statements			
Ordinary resolution number 2.1:	To re-elect Eduardo Garcia-Gutierrez as non-executive director of the Company			
Ordinary resolution number 2.2:	To re-elect Amanda Chorn as independent non-executive director of the Company			
Ordinary resolution number 3.1:	Subject to the passing of ordinary resolution number 2.2, to reappoint Amanda Chorn as member of the audit and risk committee			
Ordinary resolution number 3.2:	To reappoint Marlisa Harris as member and the chairperson of the audit and risk committee			
Ordinary resolution number 3.3:	To reappoint Pierre Joubert as member of the audit and risk committee			
Ordinary resolution number 4:	To appoint PricewaterhouseCoopers as external auditors of the Group			
Ordinary resolution number 5:	To approve the social and ethics committee report			
Ordinary resolution number 6:	To approve the issue of shares by the Company			
Ordinary resolution number 7:	To approve the issuing of shares for cash in terms of the JSE Listings Requirements			
Ordinary resolution number 8:	To approve the non-executive directors' fees			
Ordinary resolution number 9:	To endorse the remuneration policy			
Ordinary resolution number 10:	To endorse the remuneration implementation report			
Special resolution number 1:	To approve the repurchase of shares by the Company and/or any of its subsidiaries			

If any modified resolutions are proposed before the meeting the proxy shall vote:	Insert "X" in the appropriate box
As indicated above:	
In the proxy's discretion:	

\* The notes to the form of proxy overleaf form part of this proxy form and Shareholders are advised to read them. Please see the notice of annual general meeting for the full proposed resolutions. If you return this form duly signed without specifying a proxy, you will be deemed to appoint the chairman of the AGM as your proxy.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

Signature \_\_\_\_\_ assisted by \_\_\_\_\_ (where applicable).

# Notes to the form of proxy

1. A Shareholder entitled to attend and vote at the abovementioned meeting is entitled to appoint a proxy or two alternative proxies of the Shareholder's choice (who need not be a Shareholder of the Company) to attend, speak and vote thereat in his/her/its stead, by inserting his/her/its name(s) in the space(s) provided, with or without deleting "the chairman of the meeting" but the Shareholder must initial any such deletion. The person whose name stands first on this form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. This proxy form and power of attorney (if any) under which it is signed must be addressed to the company secretary and reach the registered office of the Company not less than 48 hours before the appointed time of the meeting, that is Tuesday, 24 May 2022 at 13:00 Mauritian time (11:00 South African time) or via email at: [governance@homechoiceinternational.com](mailto:governance@homechoiceinternational.com).
3. A Shareholder's instructions to the proxy regarding voting should be indicated by the insertion of the relevant number of votes exercisable by the Shareholder in the appropriate box provided. Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the meeting as he/she/it deems fit in respect of all the Shareholder's votes.
4. A Shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each share held.
5. A vote given in terms of an instrument of proxy shall be valid in relation to the meeting notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the shares in respect of which the proxy is given, unless a notice of any of the aforementioned matters shall have been received by the Company at its registered office or by the chairperson of the meeting or via its company secretary at [governance@homechoiceinternational.com](mailto:governance@homechoiceinternational.com) at least 48 hours before commencement of the meeting.
6. The chairperson of the meeting may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the meeting via electronic means and speaking and voting thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so.
8. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded with the Company or unless the chairperson of the meeting waives this requirement.
9. Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy, unless it has been registered by the Company or waived by the chairman of the general meeting.
10. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the Company.
11. Where there are joint holders of shares:
  - (a) all joint holders must sign the form of proxy; and
  - (b) the vote(s) of the senior Shareholder (for that purpose seniority will be determined by the order in which the names of Shareholders appear in the Company's securities register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint Shareholder(s).
12. Any proxy appointed pursuant to this form of proxy may not delegate his/her/its authority to act on behalf of the relevant Shareholder.
13. An appointment of a proxy pursuant to this form of proxy remains valid only until the end of the general meeting or any adjournment of the general meeting.
14. This form of proxy shall be valid at any resumption of an adjourned meeting to which it relates, although this form of proxy shall not be used at the resumption of an adjourned meeting if it could not have been used at the meeting from which it was adjourned for any reason other than it was not lodged timeously for the meeting from which the adjournment took place. This form of proxy shall be deemed to confer the power generally to act at the meeting in question, subject to any specific direction contained in this form of proxy as to the manner of voting.
15. Any alteration or correction made to this form of proxy, other than the deletion of alternatives, must be initialled by the signatory(ies).