

# 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 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, 16 February 2024 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
1.	or, failing him/her
2.	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

\* Insert an X or the number of ordinary shares (see [note 9](#))

Ordinary resolutions	For	Against	Abstain
<b>Ordinary resolution 1:</b> Acceptance of annual financial statements			
<b>Ordinary resolution 2:</b> Re-election of Ms NV Mokhesi as a director of the company			
<b>Ordinary resolution 3:</b> Re-election of Mr HN Molotsi as a director of the company			
<b>Ordinary resolution 4:</b> Re-election of Mr N Chiaranda as a director of the company			
<b>Ordinary resolution 5:</b> Election of Mr V Nkonyeni as a director of the company			
<b>Ordinary resolution 6:</b> Election of Ms BO Odunewu as a director of the company			
<b>Ordinary resolution 7:</b> Election of Mr V Nkonyeni as member and chairman of the audit committee			
<b>Ordinary resolution 8:</b> Re-election of Mr N Chiaranda as a member of the audit committee			
<b>Ordinary resolution 9:</b> Re-election of Ms NP Mnxasana as a member of the audit committee			
<b>Ordinary resolution 10:</b> Election of Ms BO Odunewu as a member of the audit committee			
<b>Ordinary resolution 11:</b> Appointment of external auditors			
<b>Ordinary resolution 12:</b> Non-binding advisory vote on remuneration policy			
<b>Ordinary resolution 13:</b> Non-binding advisory vote on remuneration implementation report			

Special resolutions	For	Against	Abstain
<b>Special resolution 1:</b> Approval of non-executive directors' fees			
<b>Special resolution 2:</b> Approval of loans or other financial assistance to related or inter-related companies or corporations			
<b>Special resolution 3:</b> 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 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 \_\_\_\_\_ 2023/24

Signature/s \_\_\_\_\_

(Authority of signatory to be attached if applicable – see note 11)

Assisted by \_\_\_\_\_

(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 12.

## Terms and conditions for participation at the Barloworld Limited annual general meeting to be held at 09:00 on Friday, 16 February 2024, via electronic communication

The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the annual general meeting is at the participant's expense. It will be billed separately by the participant's telephone service provider.

The participant acknowledges that a third party provides the telecommunication lines/webcast/web-streaming 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 any act or omission on the part of the participant or anyone else causes the problem. In particular, but not exclusively, the participant acknowledges that they will have no claim against Barloworld Limited, the JSE Limited, TMS and 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](mailto:proxy@tmsmeetings.co.za)

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

\_\_\_\_\_

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

\_\_\_\_\_

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

\_\_\_\_\_