

FORM OF PROXY



FORM OF PROXY

Zeda Limited

Incorporated in the Republic of South Africa

Registration number: 2022/493042/06

JSE share code: ZZD

ISIN: ZAE000315768

Zeda Limited (“Zeda Limited” or “the Company”)

Only for the use of registered holders of certificated ordinary shares (ordinary shares) 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 or in person at the JSE on 28 March 2023 at 12:30 (South African time).

Holders of ordinary 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
hereby appoint	of
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 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 registered in my/our name, in accordance with the following instructions (see note 9).

FORM OF PROXY continued

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 financial statements			
Ordinary resolution 2: Re-election of Donald Wilson as a Director			
Ordinary resolution 3: Re-election of Sibani Mngomezulu as a Director			
Ordinary resolution 4: Re-election of Yolanda Miya as a Director			
Ordinary resolution 5: Re-election of Ngao Motsei as a Director			
Ordinary resolution 6: Election of Ramasela Ganda as a Director			
Ordinary resolution 7: Re-election of Thobeka Ntshiza as a Director			
Ordinary resolution 8: Election of Lwazi Bam as a Director, in terms of clause 7.1.5 of the MOI.			
Ordinary resolution 9: Resolved that Donald Wilson be and is hereby elected as a member of the Audit and Risk Committee to hold office until the next AGM.			
Ordinary resolution 10: Resolved that Yolanda Miya be and is hereby elected as a member of the Audit and Risk Committee to hold office until the next AGM.			
Ordinary resolution 11: Resolved that Ngao Motsei be and is hereby elected as a member of the Audit and Risk Committee to hold office until the next AGM.			
Ordinary resolution 12: Appointment of external auditors			
Ordinary resolution 13: Non-binding advisory vote on remuneration policy			
Ordinary resolution 14: Non-binding advisory vote on remuneration implementation report			

FORM OF PROXY continuedPart A – To be completed by ordinary shareholders continued

Insert an “X” in the relevant spaces below 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).

Special resolutions	For	Against	Abstain
Special resolution 1: Approval of Non-Executive Directors' fees			
BOARD			
Special Resolution 1.1 Chairman (all-inclusive fee)			
Special Resolution 1.2 Board member annual retainer			
COMMITTEES			
<i>Audit and Risk Committee</i>			
Special Resolution 1.4 Chairman			
Special Resolution 1.5 Member			
<i>Remuneration Committee</i>			
Special Resolution 1.6 Chairman			
Special Resolution 1.7 Member			
<i>Nomination Committee</i>			
Special Resolution 1.8 Chairman			
Special Resolution 1.9 Member			
<i>Social, Ethics and Transformation Committee</i>			
Special Resolution 1.10 Chairman			
Special Resolution 1.11 Member			
<i>Investment and Transactions Committee</i>			
Special Resolution 1.12 Chairman			
Special Resolution 1.13 Member			
Special resolution 2: Approval of loans or other financial assistance to related or inter-related companies and corporations			
Special resolution 3: General authority to acquire the Company's own shares			

NOTES TO THE FORM OF PROXY

Instructions on signing and lodging of the annual general meeting (AGM) form of proxy.

- 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.
- The Chairman shall be entitled to decline to accept the authority of a signatory:
 - under a power of attorney; or
 - on behalf of a Company, unless the power of attorney or authority is deposited with the Transfer Secretaries, JSE Investor Services Proprietary Limited (formerly known as Link Market Services South Africa Proprietary Limited), 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000), or by not later than 12:30 (South African time) on Friday, 24 March 2023 .
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.

ELECTRONIC PARTICIPATION FORM



ELECTRONIC PARTICIPATION APPLICATION FORM

Zeda Limited

Incorporated in the Republic of South Africa

Registration number: 2022/493042/06

JSE share code: ZZD

ISIN: ZAE000315768

Zeda Limited (“Zeda Limited” or the “Company”)

ELECTRONIC PARTICIPATION IN THE ZEDA LIMITED ELECTRONIC ANNUAL GENERAL MEETING TO BE HELD ON 20 MARCH 2023

- Shareholders or their proxies who wish to participate in the annual general meeting via electronic communication (“Participants”), must apply to the Company’s meeting scrutineers to do so by emailing the form below (“the application”) to the email address of the Company’s meeting scrutineers, The Meeting Specialist Proprietary Limited (“TMS”), by no later than 12:30 (South African time) on 20 March 2023. The email address is as follows: **proxy@tmsmeetings.co.za**
- Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with ‘own name’ registration, should contact their Central Securities Depository Participant (“CSDP”) or Broker in the manner and time stipulated in their agreement with their CSDP or Broker:
 - to furnish them with their voting instructions; and
 - in the event that they wish to participate in the meeting, to obtain the necessary authority to do so.
- 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 provide TMS with the information requested below.
- Each shareholder, who has complied with the requirements below, will be contacted between 22 and 23 March 2023 via email/mobile with a unique link to allow them to participate in the electronic annual general meeting.
- The cost of the participant’s phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider.
- The cut-off time, for administrative purposes, to participate in the annual general meeting will be 12:30 (South African time) on 28 March 2023.
- The participant’s unique access credentials will be forwarded to the email/mobile telephone provided **below**.

ELECTRONIC PARTICIPATION APPLICATION FORM continued

Participation application form

Name and surname of shareholder

Name and surname of shareholder representative (if applicable)

ID number of shareholder or representative

Email address

Mobile number

Telephone number

Name of CSDP or Broker (if shares are held in dematerialised format)

SCA number/Broker account number

Own name account number

Number of shares

Signature

Date

By signing this form, I agree and consent to the processing of my personal information above for the purpose of participation in the annual general meeting.

ELECTRONIC PARTICIPATION APPLICATION FORM continued

Terms and conditions for participation at the Zeda Limited annual general meeting to be held at 12:30 on 28 March 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 Zeda 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 Zeda 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 emailed to TMS at proxy@tmsmeetings.co.za

Shareholder name:

Signature:

Date:

SHAREHOLDERS' DIARY

Financial year end	30 September
Annual general meeting	28 March 2023
Reports and profit statements	Published
Half yearly interim report	May
Preliminary report for the year	December
Annual Report	January