

FORM OF PROXY



Mpact Limited

(Incorporated in the Republic of South Africa)
 Registration number 2004/025229/06
 Share code: MPT
 ISIN: ZAE000156501
 ("Mpact" or "the Company")

To be completed by registered certificated shareholders and dematerialised shareholders with own-name registration only.

This Form of Proxy relates to the Annual General Meeting of the Company to be held at **The Venue, 17 The High Street, Melrose Arch, Johannesburg, on Thursday, 1 June 2017 at 13:00** (see note 1) and is for use by registered shareholders whose shares are registered in their own names by the record date for determining which shareholders of the Company are entitled to participate in and vote at the Annual General Meeting, being Friday, 26 May 2017 (see note 2).

Terms used in this Form of Proxy have the meanings given to them in the Notice of Annual General Meeting to which this Form of Proxy is attached.

Please print clearly when completing this Form of Proxy and see the instructions and notes at the end of this Form of Proxy for an explanation of the use of this Form of Proxy and the rights of the shareholder and the proxy.

I/We _____ (full name in BLOCK LETTERS)

of _____ (address)

Telephone (work) _____ (home) _____

Cellphone number _____

being a shareholder(s) of the Company and being the registered owner/s of _____ ordinary shares in the Company (note 3)

hereby appoint _____ of _____

failing him/her _____ of _____

or failing him/her, the Chairman of the Annual General Meeting (see note 4);

to attend and participate in the Annual General Meeting and to speak and to vote or abstain from voting for me/us and on my/our behalf in respect of all matters arising (including any poll and all resolutions put to the Annual General Meeting) at the Annual General Meeting, even if the Annual General Meeting is postponed, and at any resumption thereof after any adjournment (see note 5);

My/Our proxy shall vote as follows:

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. If you do not do so, the proxy may vote or abstain at his discretion (see note 6)

	FOR	AGAINST	ABSTAIN
Ordinary resolution number 1: Acceptance of the Annual Financial Statements			
Ordinary resolution number 2: Election of director – M Makanjee			
Ordinary resolution number 3: Re-election of director – AM Thompson			
Ordinary resolution number 4: Appointment of auditors			
Ordinary resolution number 5: Election of TDA Ross as a member of the Audit and Risk Committee			
Ordinary resolution number 6: Election of NP Dongwana as a member of the Audit and Risk Committee			
Ordinary resolution number 7: Election of AM Thompson as a member of the Audit and Risk Committee			
Ordinary resolution number 8: Endorsement of Mpact's remuneration policy			
Special resolution number 1: General authority to acquire/repurchase shares			
Special resolution number 2: Approval of non-executive directors' fees			
Special resolution number 3: Approval of financial assistance			

(Indicate instruction to proxy by way of a cross in the space provided above)

Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Signed this _____ day of _____ 2017

Signature _____

Please read the notes on the reverse side hereof.

NOTES TO THE FORM OF PROXY

1. This Form of Proxy will not be effective at the Annual General Meeting unless received at the Company's transfer office, Link Market Services South Africa Proprietary Limited, by no later than 13:00 on Tuesday, 30 May 2017. If a shareholder does not wish to deliver this Form of Proxy to that address, it may also be posted, at the risk of the shareholder.
 2. This Form of Proxy is for use by registered shareholders who wish to appoint another person (a proxy) to represent them at the Annual General Meeting. If duly authorised, companies and other corporate bodies who are registered shareholders may appoint a proxy using this Form of Proxy, or may appoint a representative in accordance with paragraph 12 below.
 3. Other shareholders should not use this Form of Proxy. All beneficial shareholders who have dematerialised their shares through a CSDP or broker must provide the CSDP or broker with their voting instruction. Alternatively, if they wish to attend the Annual General Meeting in person, they should request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between the beneficial shareholder and the CSDP or broker.
 4. This proxy shall apply to all ordinary shares registered in the name of the shareholder who signs this Form of Proxy at the record date unless a lesser number of shares is inserted.
 5. A shareholder may appoint one person of his own choice as his proxy by inserting the name of such proxy in the space provided. Any such proxy need not be a shareholder of the Company. If the name of the proxy is not inserted, the Chairman of the Annual General Meeting will be appointed as proxy. If more than one name is inserted, then the person whose name appears first on the Form of Proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of any persons whose names follow. The proxy appointed in this Form of Proxy may not delegate the authority given to him in this Form of Proxy.
 6. Unless revoked, the appointment of a proxy in terms of this Form of Proxy remains valid until the end of the Annual General Meeting, even if the Annual General Meeting or part thereof is postponed or adjourned.
 7. If:
 - 7.1 a shareholder does not indicate on this instrument that the proxy is to vote in favour of or against or to abstain from voting or any resolution; or
 - 7.2 the shareholder gives contradictory instructions in relation to any matter; or
 - 7.3 any additional resolution/s which are properly put before the Annual General Meeting; or
 - 7.4 any resolution listed in the Form of Proxy is modified or amended,then the proxy shall be entitled to vote or abstain from voting, as he thinks fit, in relation to that resolution or matter. If however, the shareholder has provided further written instructions which accompany this Form of Proxy and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in paragraphs 7.1 to 7.4, then the proxy shall comply with those instructions.
 8. If this Form of Proxy is signed by a person (signatory) on behalf of the shareholder, whether in terms of a power of attorney or otherwise, then this Form of Proxy will not be effective unless:
 - 8.1 it is accompanied by a certified copy of the authority given by the shareholder to the signatory; or
 - 8.2 the Company has already received a certified copy of that authority.
 9. The Chairman of the Annual General Meeting may, in his discretion, accept or reject any Form of Proxy or other written appointment of a proxy which is received by the Chairman prior to the time when the Annual General Meeting deals with a resolution or matter to which the appointment of the proxy relates, even if that appointment of a proxy has not been completed and/or received in accordance with these instructions. However, the Chairman shall not accept any such appointment of a proxy unless the chairman is satisfied that it reflects the intention of the shareholder appointing the proxy.
 10. Any alterations made in this Form of Proxy must be initialled by the authorised signatory/ies.
 11. This Form of Proxy is revoked if the shareholder who granted the proxy:
 - 11.1 gives written notice of such revocation to the Company, so that it is received by the Company before Tuesday, 30 May 2017; or
 - 11.2 subsequently appoints another proxy for the Annual General Meeting; or
 - 11.3 attends the Annual General Meeting himself in person.
 12. If duly authorised, companies and other corporate bodies who are shareholders of the Company having shares registered in their own names may, instead of completing this Form of Proxy, appoint a representative to represent them and exercise all of their rights at the Annual General Meeting by giving written notice of the appointment of that representative. That notice will not be effective at the Annual General Meeting unless it is accompanied by a duly certified copy of the resolution/s or other authorities in terms of which that representative is appointed and is received at the Company's transfer office, Link Market Services South Africa Proprietary Limited, by no later 13:00, Tuesday, 30 May 2017. If a shareholder does not wish to deliver that notice to that address, it may also be posted, at the risk of the shareholder to Link Market Services South Africa Proprietary Limited, PO Box 4844, Johannesburg, 2000.
 13. The completion and lodging of this Form of Proxy does not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person to the exclusion of any proxy appointed by the shareholder.
 14. The Chairman of the Annual General Meeting may accept or reject any Form of Proxy which is completed and/or received other than in accordance with these instructions, provided that he shall not accept a proxy unless he is satisfied as to the manner in which a shareholder wishes to vote.
- Transfer secretaries' office**
Link Market Services South Africa Proprietary Limited
13th Floor, Rennie House
19 Ameshoff Street
Braamfontein, 2001
(PO Box 4844, Johannesburg, 2000)

GLOSSARY OF TERMS

The terms listed below have been used throughout this Integrated Report.

“ABI”	Amalgamated Beverage Industries
“Basic EPS”	Earnings for the year attributable to equity holders of Mpact divided by the weighted average number of ordinary shares in issue during the year
“B-BBEE”	Broad-Based Black Economic Empowerment
“BEE”	Black Economic Empowerment
“CCBSA”	Coca-Cola Bottling Company Southern Africa
“CEO”	Chief Executive Officer
“CFO”	Chief Financial Officer
“CIPC”	Companies and Intellectual Property Commission
“Closing earnings yield”	HEPS as a percentage of market value per share at 31 December
“Closing PE ratio”	Market value per share at 31 December divided by HEPS
“Companies Act”	Companies Act no 71 of 2008
“Consolidated gearing”	Net debt excluding cash and cash equivalents as a ratio to total equity
“CSDP”	Central Securities Depository Participants
“CSI”	Corporate Social Investment
“DEA”	Department of Environmental Affairs
“Dividend cover”	Underlying EPS divided by dividend per share
“DTI”	Department of Trade and Industry
“Earnings yield”	HEPS as a percentage of market value per share
“EBIT”	Earnings before interest and taxation
“EE”	Employment Equity
“EPS”	Earnings per share
“Exco”	The Executive Committee
“FMCG”	Fast Moving Consumer Goods
“FNB”	First National Bank
“GDP”	Gross Domestic Product
“GRI”	Global Reporting Initiative
“HEPS”	Headline earnings divided by the weighted average number of ordinary shares in issue during the year
“IDC”	Industrial Development Corporation
“IFRS”	International Financial Reporting Standards
“IT”/“ICT”	Information Technology/Information Communication and Technology
“JSE”	JSE Limited
“King III”	King Report on Corporate Governance for South Africa 2009
“King IV”	King Report on Corporate Governance for South Africa 2016
“KPI”	Key Performance Indicators
“Listings Requirements”	Listings Requirements of the JSE
“Lost Time Injury” or “LTI”	A work-related injury that renders the injured person unable to perform regular duties for one full shift on the day following the injury

GLOSSARY OF TERMS CONTINUED

“Lost Time Injury Frequency Rate” or “LTIFR”	The product of 200,000 and the number of LTI’s during a period divided by the number of man-hours worked during the same period
“MOI”	Memorandum of Incorporation
“Mpact” or “the Group”	Mpact Limited and its subsidiaries
“Net asset value per share”	The net asset value of the Company divided by the number of shares in issue, after deducting treasury shares, at the end of the year
“OHS”	Occupational Health and Safety
“Operating profit margin”	EBIT as a percentage of revenue
“PDIs”	Previously Disadvantaged Individuals
“PE”	Price earnings, market value per share divided by HEPS
“PET”	Polyethylene terephthalate
“QSR”	Quick Services Restaurant
“ROCE”	Return on Capital Employed
“rPET”	Recycled PET
“RWC”	Restricted Work Cases
“SADC”	Southern African Development Community
“SENS”	Stock Exchange News Service
“SHE”	Safety, Health and Environmental
“Serious Injury Frequency Rate” or “SIFR”	The product of 200,000 and the number of fatalities, LTI’s and RWC’s during the period divided by the number of man-hours worked during the same period
“SRI”	Socially Responsible Investment
“the Board”	The Board of directors of Mpact
“the Company”	Mpact Limited
“the current year”	The financial year ended 31 December 2016
“the next year”	The financial year ending 31 December 2017
“the previous year”	The financial year ended 31 December 2015
“underlying earnings”	Net profit after tax and before special items attributable to equity holders of the Company
“underlying EBIT”	Earnings before interest and taxes and before special items
“underlying operating profit margin”	Operating profit including subsidiaries and joint ventures before special items as a percentage of revenue
“VCT”	Voluntary counselling and testing

CORPORATE INFORMATION

Registration number	2004/025229/06
ISIN	ZAE000156501
Share code	MPT
Registered office	4th Floor, 3 Melrose Arch Boulevard, Melrose Arch, Johannesburg, 2196
Postal address	Postnet Suit #179, Private Bag X1, Melrose Arch, Johannesburg, 2076
Telephone number	+27 (0)11 994-5500
Facsimile	+27 (0)11 994-5300
Website	www.mpact.co.za
Company Secretary	Noriah Sepuru
Telephone number	+27 (0)11 994-5551
Email	NSepuru@mpact.co.za
Sponsors	Rand Merchant Bank, a division of FirstRand Bank Limited (Registration number 1929/001225/06) 1 Merchant Place Rivonia Road Sandton, 2196 (PO Box 786273, Sandton, 2196)
Auditors	Deloitte & Touche Deloitte Place, The Woodlands Woodlands Drive, Woodmead Sandton, 2196 (Private Bag X6, Gallo Manor, 2052)
Transfer Secretaries	Link Market Services South Africa Proprietary Limited (Registration number 2000/007239/07) 13th Floor, Rennie House 19 Ameshoff Street Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000)
Investor Relations	Keyter Rech Investor Solutions CC (Registration number 2008/156985/23) Fountain Grove, 5 2nd Street, Hyde Park, 2195 (PO Box 653078, Benmore, 2010)
Commercial Bankers	The Standard Bank of South Africa Limited (Registration number 1962/000738/06) 3 Simmonds Street Johannesburg, 2001 (PO Box 61344, Marshalltown, 2107)



mpact 
smarter, sustainable solutions

www.mpact.co.za
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