

FORM OF PROXY

HOWDEN AFRICA HOLDINGS LIMITED

(Incorporated in the Republic of South Africa) | Registration number 1996/002982/06 | (the Company) | JSE Code: HWN | ISIN Code: ZAE 000010583

FORM OF PROXY: ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD AT 13h30 ON 30 MAY 2018 AT 1a BOOYSENS ROAD, BOOYSENS, JOHANNESBURG

For use by shareholders who:

- Hold shares in certificated form.
- Have dematerialised their shares (i.e. have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE's electronic settlement system (Strate Limited) and are recorded in the sub-register in "own name" dematerialised form) (i.e. shareholders who have specifically instructed their central securities depository participant (CSDP) to hold their shares in their own name).

If you are unable to attend the general meeting of members convened for 13h30 on Wednesday, 30 May 2018 and wish to be represented thereat, you must complete and return this form of proxy as soon as possible, but in any event to be received by not later than 13h30 on 24 May 2018. A form of proxy is attached for any shareholder who is unable to attend the general meeting, but wishes to be represented thereat. It is requested that the completed form of proxy must be deposited at the office of the Company's transfer secretaries, Link Market Services South Africa (Pty) Ltd, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, Gauteng, South Africa, by no later than 13h30 on 29 May 2018. Should your forms of proxy not be returned to the transfer secretary by the aforesaid date and time, the proxy may be handed to the chairman of the AGM at any time before the commencement of the AGM.

Shareholders who have dematerialised their shares and are not registered as "own name" dematerialised shareholders and who wish to attend the general meeting, must instruct their CSDP or broker to provide them with the relevant letter of representation to enable them to attend such meetings, or, alternatively, should they wish to vote but not attend the general meeting they must provide their CSDP/broker with their voting instructions in terms of the custody agreement between them and the CSDP/broker in the stipulated manner and cut-off time.

I/We (please print full names) _____

of (address) _____

Telephone number _____ Cellular phone number _____

Email address _____

Being the holder(s) of _____ shares in the issued capital of the Company do hereby appoint:

_____ of _____ or failing him,

_____ of _____ or failing him,

_____ of _____ or failing him,

him the chairman of the general meeting, as my/our proxy to act for me/us at the general meeting of the Company to be held on Wednesday, 30 May 2018 at 13h30 and at any adjournment thereof, at the Company's registered office, 1a Booysens Road, Booysens, Johannesburg and to vote for me/us on my/our behalf in respect of the under mentioned resolutions in accordance with the following instructions:

	Number of votes (one per share):	For	Against	Abstain
ORDINARY RESOLUTIONS				
1. Adoption of annual financial statements for the year ending 31 December 2017				
2. Appointment of external auditors				
3. 3.1 Appointment of Suleman Badat as a member and the chairman of the Audit and Risk Committee				
3.2 Re-appointment of Morongwe Malebye as a member of the Audit and Risk Committee				
3.3 Re-appointment of Humphrey Mathe as a member of the Audit and Risk Committee				
4. Non-binding advisory endorsement of the Company's remuneration policy and implementation report				
5. 5.1 Re-election of Ian Brander				
5.2 Re-election of James Brown				
5.3 Re-election of William Thomson				
6. Election of Suleman Badat				
7. Control of 15% of unissued share capital				
8. General authority to issue shares for cash				
SPECIAL RESOLUTIONS				
1. General approval for the acquisition of its shares by the Company and/or its subsidiaries				
2. Increase of non-executive director fees				
3. Approval to grant financial assistance in terms of Section 44 of the Companies Act				
4. Approval to grant financial assistance to a related or interrelated company in terms of Sections 45 of the Companies Act				
5. Approval for changes to the Memorandum of Incorporation				

Signed at _____ on _____ 2018

Signature _____ Assisted by me _____ (where applicable)

Except as instructed above or if no instructions are inserted above, my proxy may vote as he thinks fit.

NOTES TO FORM OF PROXY

INSTRUCTIONS ON SIGNING AND LODGING THE PROXY FORM

1. A deletion of any printed matter and completion of any blank spaces need not be signed or initialled. Any other alteration must be signed, not initialled.
2. The chairman will be entitled to decline to accept the authority of the signatory:
 - a) under a power of attorney; or
 - b) on behalf of a company, if the power of attorney or authority has not been deposited at the office of the Company's transfer secretaries, Link Market Services South Africa (Pty) Limited, 13th Floor, 19 Ameshoff Street, Braamfontein, Republic of South Africa (PO Box 4844, Johannesburg, 2000) by not later than 13h30 on 29 May 2018.
3. The signatory may insert the name(s) of any person(s) whom the signatory wishes to appoint as his/her proxy in the blank spaces provided.
4. When there are joint holders of shares and if more than one of those joint holders is present or represented, the person whose name stands first in the register in respect of such shares of his/her proxy, as the case may be, will alone be entitled to vote in respect thereof.
5. The completion and lodging of this form of proxy will be not preclude the signatory from attending the meeting and speaking and voting in person to the exclusion of any proxy appointed in terms hereof should such signatory wish to do so.
6. A form of proxy is attached for any shareholder who is unable to attend the general meeting, but wishes to be represented thereat. It is requested that the completed form of proxy must be deposited at the office of the Company's transfer secretaries, Link Market Services South Africa (Pty) Ltd, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, Gauteng, South Africa, by no later than 13h30 on 29 May 2018. Should your forms of proxy not be returned to the transfer secretary by the aforesaid date and time, the proxy may be handed to the chairman of the AGM at any time before the commencement of the AGM.
7. If the signatory does not indicate in the appropriate place on the face of this form how he/she wishes to vote on a particular resolution, the proxy will be entitled to vote as he/she deems fit on that resolution.
8. The chairman of the general meeting may reject any proxy form which is completed other than in accordance with these instructions, provided that he may accept such proxy forms where he is satisfied on the manner in which a member wishes to vote.

SUMMARY IN TERMS OF SECTION 58(8)(B)(I) OF THE COMPANIES ACT 71 OF 2008 (ACT), 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 to appoint a proxy must bear a reasonably prominent summary of the rights established by section 58 of the Act, which 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 exercising any rights as a shareholder.
- A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction.