

FORM OF PROXY – CITY LODGE HOTELS LIMITED

For use at the thirty-second annual general meeting of members to be held on Thursday, 8 November 2018 at The Lodge, Bryanston Gate Office Park, corner Homestead Avenue and Main Road, Bryanston, at 14:00.

I/we, the undersigned

of

being the registered holder(s) of ordinary shares

hereby appoint

or failing him,

or failing them, the chairman of the meeting as my/our proxy to act for me/us and vote for me/us on my/our behalf as indicated below at the annual general meeting of the company to be held on Thursday, 8 November 2018 at 14:00 and at any adjournment thereof.

	In favour of	Against	Abstain
1. Adoption of the annual financial statements			
2. Ordinary resolution number 1: Re-election of retiring directors			
2.1 Mr A W Dooley			
2.2 Mrs L G Siddo			
2.3 Ms N Medupe			
2.4 Mr S G Morris			
2.5 Mr B T Ngcuka			
3. Ordinary resolution number 2: Re-appointment of external auditor			
4. Ordinary resolution number 3: Appointment of group audit committee members			
4.1 Mr S G Morris			
4.2 Mr G G Huysamer			
4.3 Mr F W J Kilbourn			
4.4 Ms N Medupe			
5. Ordinary resolution number 4: Signature of documents			
6. Advisory vote: Remuneration policy and implementation report			
6.1 Remuneration policy			
6.2 Implementation report			
7. Special resolution number 1: Approval of non-executive directors' remuneration			
7.1 Chairman (inclusive of all board and committee roles)			
7.2 Lead independent director			
7.3 Services as director			
7.4 Chairman of audit committee			
7.5 Other audit committee members			
7.6 Chairman of remuneration committee			
7.7 Other remuneration committee members			
7.8 Chairman of risk committee			
7.9 Other risk committee members			
7.10 Chairman of social and ethics committee			
7.11 <i>Ad hoc</i> /temporary committee			
8. Special resolution number 2: Financial assistance			
9. Special resolution number 3: General authority to repurchase shares			

Signature

Date

Assisted by me (where applicable)

FORM OF PROXY – CITY LODGE HOTELS LIMITED CONTINUED

1. This form of proxy is to be completed only by certificated shareholders or dematerialised shareholders whose shares are recorded in their “own name”
2. Shareholders whose dematerialised shares are held in the name of a nominee and who wish to attend the annual general meeting must contact their Central Securities Depository Participant (“CSDP”) or broker who will furnish them with the necessary letter of authority to attend the annual general meeting. Alternatively they have to instruct their CSDP or broker as to how they wish to vote. This must be done in terms of the agreement between the shareowner and the CSDP or the broker.
3. Shareholders who wish to attend and vote at the meeting must ensure that their letters of authority from their CSDP or broker reach the transfer secretaries, Computershare Investor Services Proprietary Limited (“Computershare”) by no later than 14:00 on Tuesday, 6 November 2018.
4. Each shareholder is entitled to appoint a proxy (who need not be a shareholder of the company) to attend, speak and vote (either on a poll or by show of hands) in place of that shareholder at the annual general meeting. Certificated shareholders or “own-name” dematerialised shareholders may attend and vote at the annual general meeting, alternatively appoint a proxy to attend, speak and, in respect of the applicable resolutions, vote in their stead by completing the attached form of proxy. If a shareholder is unable to attend the annual general meeting but wishes to be represented thereat, he/she must complete and return the attached form of proxy, in accordance with the instructions contained therein, to Computershare, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, to be received by them by no later than 14:00 on Tuesday, 6 November 2018, alternatively the form of proxy can be handed to the company secretary immediately before commencement of the annual general meeting. However, please bear in mind that the reason why shareholders are requested to return their form of proxy before the meeting is because the company has over 10 000 shareholders and the scrutineers must consider each proxy to determine whether it is validly given and whether the voting rights have been correctly inserted. Significant delays could be caused at the annual general meeting if these checks have to be carried out by the scrutineers prior to the commencement of or while the annual general meeting is in progress.
5. A shareholder may insert the name of a proxy of the shareholder’s choice in the space provided, with or without deleting “the chairman of the meeting”. All deletions must be individually initialled by the shareholder, failing which they will not have been validly effected. Should a proxy not be specified, this will be exercised by the chairman of the annual general meeting. The person whose name appears first on the form of proxy and who is present at the annual general meeting shall be entitled to act as proxy to the exclusion of the persons whose names follow.
6. Voting instructions for each of the resolutions must be completed by filling in an “X”, alternatively the number of votes (one per ordinary share) under the “In favour of”, “Against” or “Abstain” headings on the form of proxy. If no instructions are filled in on the form of proxy, the chairman of the annual general meeting, if the chairman is the authorised proxy, or any other proxy shall be authorised to vote in favour of, against or abstain from voting as he/she deems fit.
7. A shareholder or his/her proxy is entitled but not obliged to vote in respect of all the ordinary shares held by the shareholder. The total number of votes for or against the resolutions and in respect of which any abstention is recorded may, however, not exceed the total number of shares held by the shareholder.
8. 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 Computershare or waived by the chairman of the annual general meeting.
9. The chairman of the annual general meeting may reject or accept any form of proxy that is completed and/or received other than in accordance with these instructions and notes.
10. Any alterations or corrections to this form of proxy must be initialled by the signatory(ies).
11. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person instead of the duly appointed proxy.
12. Form of proxy must be returned to Computershare, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107), by no later than 14:00 on Tuesday, 6 November 2018.
13. 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 Computershare.
14. A proxy may not delegate his/her authority to act on behalf of the shareholder to another person.