

tiso blackstar group.

TISO BLACKSTAR GROUP SE
(Incorporated in England and Wales)
(Registration number SE000110)
(registered as an external company with limited liability in the Republic of South Africa
under registration number 2011/008274/10)
Share code: TBG
ISIN: GB00BF37LF46
("Tiso Blackstar" or the "Company")

FORM OF PROXY IN RELATION TO THE COURT MEETING

By an order dated 22 July 2020 made in the matter of Tiso Blackstar Group SE, the UK Court has granted permission for a meeting of the Registered Shareholders (as defined in the Circular of the Company dated 31 July 2020) to be convened for the purposes of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the UK Companies Act between the Company and the Registered Shareholders, and that such Court Meeting shall be held at North West House, 119 Marylebone Road, Marylebone, London, NW1 5PU, United Kingdom on Monday, 21 September 2020 at 9:00 a.m. BST (10:00 a.m. SAST), or any adjourned or postponed meeting.

*The definitions and interpretations commencing on page 10 of the Circular to which this Form of Proxy in relation to the Court Meeting is attached ("**Circular**") apply mutatis mutandis to this Form of Proxy in relation to the Court Meeting.*

Please read the Notice of Court Meeting and the explanatory notes below before completing this form.

This Form of Proxy (*green*) in relation to the Court Meeting is for use for Certificated Tiso Blackstar Shareholders only. If you are a Dematerialised Tiso Blackstar Shareholder you must not complete this Form of Proxy (*green*) in relation to the Court Meeting, but must instruct your CSDP or Broker as to how you wish to vote. This must be done pursuant to the Custody Agreement between you and your CSDP or Broker.

I/We (Please PRINT names in full)

of (address)

Telephone number

Cell phone number

e-mail address

being the holder(s) of _____ Tiso Blackstar Shares do hereby appoint the Chairman of the Court Meeting or

(see note 1 below)

as my/our proxy in relation to all/ _____ of my/our Tiso Blackstar Shares to attend, speak and vote for me/us at the Court Meeting (or any adjournment thereof) for purposes of considering and, if deemed fit, passing, with or without modification, the Scheme in respect of the Tiso Blackstar Shares registered in my/our name(s), in accordance with the following instruction (see notes):

Please indicate by ticking the box if this proxy appointment is one of multiple appointment being made. For the appointment of one or more proxy, see note 1.

	For	Against
Approval of Scheme		

If you want your proxy to vote in a certain way on the Scheme, please place an "X" in the appropriate box. If you select both of the given options or fail to select either, your proxy abstain from voting. Unless you complete one of the boxes, and one only, this Form of Proxy (*green*) in relation to the Court Meeting will be invalid.

Please indicate below whether or not you intend to be present at the Court Meeting. This information is sought for administrative purposes only and will not affect your right to attend the meeting, notwithstanding any indication to the contrary.

I will be attending

I will not be attending

Signature _____

Date _____

Notes:

1. To appoint as a proxy a person other than the Chairman of the Court Meeting, insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy, provided each proxy is appointed to exercise the rights attached to a different Tiso Blackstar Share or Tiso Blackstar Shares held by you. The following options are available:
 - a. To appoint the Chairman as your sole proxy in respect of all your Tiso Blackstar Shares, simply fill in any voting instructions in the appropriate box, sign, and date the Form of Proxy (*green*) in relation to the Court Meeting.
 - b. To appoint a person other than the Chairman as your sole proxy in respect of all your Tiso Blackstar Shares, delete the words 'the Chairman of the Court Meeting or' and insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy (*green*) in relation to the Court Meeting.
 - c. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of Tiso Blackstar Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Tiso Blackstar Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Court Meeting'. All forms must be signed and should be returned together in the same envelope, email or fax.
2. If no voting indication is given, the proxy will abstain from voting.
3. To be valid, the Form of Proxy (*green*) in relation to the Court Meeting must be signed and the signed Form of Proxy (*green*) in relation to the Court Meeting and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority must either reach the Transfer Secretaries, Link Market Services South Africa Proprietary Limited, either:
 - a. In hard copy form by post to PO Box 4844, Johannesburg, 2000; or
 - b. in hard copy form by courier or by hand to 13th Floor, 19 Ameshoff Street, Braamfontein, 2001; or
 - c. in scanned pdf form by email or fax to meetfax@linkmarketservices.co.za,so as to be received by no later than 9:00 a.m. BST (10:00 a.m. SAST) on Thursday, 17 September 2020, provided that any Form of Proxy (*green*) in relation to the Court Meeting not delivered by this time may be handed to the chairman of the Court Meeting at or prior to the commencement of the Court Meeting, at any time before the appointed proxy exercises any Tiso Blackstar Shareholder rights at the Court Meeting.
4. Dematerialised Tiso Blackstar Shareholders who wish to attend the Court Meeting in person, will need to request their CSDP or Broker to provide them with the necessary letter of representation in accordance with the terms of the Custody Agreement entered into between such shareholders and the CSDP or Broker. Dematerialised Tiso Shareholders who are unable to attend the Court Meeting and who wish to be represented thereat, must provide their CSDP or Broker with their voting instructions in terms of the Custody Agreement entered into between themselves and the CSDP or Broker in the manner and time stipulated therein. The CSDP or Broker must provide all voting instructions to the Transfer Secretaries by no later than Thursday, 17 September 2020 at 9:00 a.m. BST (10:00 a.m. SAST).
5. A corporation must execute the Form of Proxy (*green*) in relation to the Court Meeting under either its common seal or the hand of a duly authorised officer or attorney.
6. Completion and return of the Form of Proxy (*green*) in relation to the Court Meeting will not preclude you from attending and voting in person at the Court Meeting should you subsequently decide to do so.