

FORM OF PROXY

Holdsport Limited
 (Incorporated in the Republic of South Africa)
 (Registration number: 2006/022562/06)
 (JSE share code: HSP ISIN: ZAE000157046)
 ("Holdsport" or "the company" or "the group")

ANNUAL GENERAL MEETING
 1 August 2017 at 16h00.

Proxy form – for use only by certificated shareholders and own name dematerialised shareholders at the annual general meeting of shareholders of the company to be held at Holdsport Limited, The Mill House, 1 Canterbury Street, Cape Town, 8001 at 16h00 on Tuesday, 1 August 2017 ("the eleventh annual general meeting").

A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend the meeting and speak and, on a poll, to vote in his/her stead. A proxy need not be a member of the company.

I/We _____ of _____
 being a member/s of Holdsport Limited and entitled to _____ votes
 hereby appoint _____ of _____
 or failing him/her _____ of _____

or, failing him/her, the chairman of the eleventh annual general meeting, as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the company to be held at the offices of Holdsport Limited, The Mill House, 1 Canterbury Street, Cape Town, 8001 at 16h00 on 1 August 2017 and at any adjournment thereof, as follows:

Proposed resolutions	In favour of	Against	Abstain
Ordinary resolution number one: to approve the Annual Financial Statements and Directors' Report			
Ordinary resolution number two: to confirm the appointment of KPMG Inc. as auditor			
Ordinary resolution number three: to re-elect Syd Muller as a director			
Ordinary resolution number four: to re-elect Keneilwe Moloko as a director			
Ordinary resolution number five: to re-elect Bryan Hopkins as a director			
Ordinary resolution number six: to re-elect Phillip Matlakala as a director			
Ordinary resolution number seven: to re-elect Kevin Hedderwick as a director			
Ordinary resolution number eight: to appoint Keneilwe Moloko to the audit and risk committee			
Ordinary resolution number nine: to appoint Bryan Hopkins to the audit and risk committee			
Ordinary resolution number ten: to appoint Syd Muller to the audit and risk committee			
Ordinary resolution number eleven: to endorse the remuneration policy by way of a non-binding advisory vote			
Special resolution number one: to approve the remuneration of the non-executive directors			
Special resolution number two: to give the directors a general authority to repurchase shares			
Special resolution number three: to give the directors a general authority to provide financial assistance to group companies			
Ordinary resolution number twelve: to authorise the directors to do all such things necessary to implement the resolutions in this notice			

(Indicate instructions to proxy by way of a cross in the spaces provided above, failing which the proxy may vote as he/she thinks fit.)

Signed by me/us on this day _____ of _____ 2017.

Name of shareholder (please print) _____

Signature _____

Please read the notes on the reverse side hereof.

NOTES TO THE FORM OF PROXY

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the spaces provided, with or without deleting "the chairman of the eleventh annual general meeting", but any such deletion must be initialled by the shareholder. The person whose name stands first on the form of proxy and who is present at the eleventh annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are filled in the proxy shall be exercised by the chairman of the eleventh annual general meeting.
2. A shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of votes exercised by that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. 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 abstentions are recorded may not exceed the total votes exercisable by the shareholder or his/her proxy.
3. Forms of proxy must be lodged with or posted to the company's transfer secretaries, Computershare Investor Services (Proprietary) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) in order to be received by not later than 16h00 on Friday, 28 July 2017 in accordance with the instructions thereon.
4. 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 thereat to the exclusion of any proxy appointed in terms hereof.
5. Documentary proof establishing the authority of the person signing this form of proxy in a representative or other legal capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries of the company or waived by the chairman of the eleventh annual general meeting.
6. Any alterations to the form of proxy must be initialled by the signatories.
7. Dematerialised shareholders, other than those with own name registration, who wish to attend the annual general meeting should instruct their CSDPs or brokers to issue them with the necessary authority to attend the meeting in terms of the custody agreement between such shareholders and their CSDPs or brokers. Such shareholders who wish to be represented by proxy at the annual general meeting should provide their CSDPs or brokers with their voting instructions in terms of the custody agreement between such shareholders and their CSDPs or brokers.