

# FORM OF PROXY

# CLICKS GROUP LIMITED

Registration No. 1996/000645/06  
Share code: CLS • ISIN: ZAE000134854

For the use by certificated Clicks Group Limited shareholders and “own name” dematerialised Clicks Group Limited shareholders only (refer note 6), at the annual general meeting of shareholders of the company to be held on Wednesday, 31 January 2018 at 09:30 at the registered office of Clicks Group Limited, corner Searle and Pontac Streets, Cape Town.

I/We (full names – in block letters) \_\_\_\_\_

of (address) \_\_\_\_\_

being the registered holder of \_\_\_\_\_ ordinary shares (see note 1) in Clicks Group Limited hereby appoint:

1. \_\_\_\_\_ or failing him/her

2. \_\_\_\_\_ or failing him/her

3. the chairman of the meeting, as my/our proxy to attend, speak and vote either for or against a resolution or to abstain from voting on my/our behalf, as indicated below, at the annual general meeting to be held on Wednesday, 31 January 2018 at 09:30 and at any adjournment thereof.

	Number of votes (one vote per ordinary share)		
	Vote for	Vote against	Abstain from voting
1. Ordinary resolution No. 1: adoption of financial statements			
2. Ordinary resolution No. 2: reappointment of auditor			
3. Ordinary resolution No. 3: re-election of Fatima Abrahams as a director			
4. Ordinary resolution No. 4: re-election of John Bester as a director			
5. Ordinary resolution No. 5: election of Nonkululeko Gobodo as a director			
6. Ordinary resolution No. 6: re-election of Bertina Engelbrecht as a director			
7. Ordinary resolution No. 7: re-election of Michael Fleming as a director			
8. Ordinary resolution No. 8: election of members of the audit and risk committee (separate voting)			
8.1 John Bester			
8.2 Nonkululeko Gobodo			
8.3 Fatima Jakoet			
9. Ordinary resolution No. 9.1 (non-binding advisory vote): approval of the company's remuneration policy			
10. Ordinary resolution No. 9.2 (non-binding advisory vote): approval of the company's implementation report			
11. Special resolution No. 1: general authority to repurchase shares			
12. Special resolution No. 2: approval of directors' fees			
13. Special resolution No. 3: general approval to provide financial assistance			

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

Signed by me/us this \_\_\_\_\_ day of \_\_\_\_\_ (month and year)

Signature/s \_\_\_\_\_

## FORM OF PROXY (CONTINUED)

### Notes:

- 1 On a poll a shareholder is entitled to one vote for every share held.
- 2 Any alteration or correction made on this form must be initialled by the signatory/ies.
- 3 To facilitate the administration of the voting process, please lodge this proxy form with the company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) or at the registered office of the company, corner Searle and Pontac Streets, Cape Town, before 17:00 on Monday, 29 January 2018; or post it to the company secretary at PO Box 5142, Cape Town, 8000, to arrive no later than 17:00 on Monday, 29 January 2018. Any proxy form not delivered by this time may be handed to the chairman of the annual general meeting prior to the commencement of the annual general meeting.
- 4 A proxy need not be a shareholder of the company.
- 5 If this proxy is signed under power of attorney or on behalf of a company, such authority must accompany it, unless previously registered with the company.
- 6 If you are a dematerialised shareholder and not an own name dematerialised shareholder and you are unable to attend the annual general meeting, you should contact your Central Securities Depository Participant ("CSDP") or broker, as the case may be, and furnish it with your voting instructions in respect of the annual general meeting in accordance with the mandate between yourself and the CSDP or broker, as the case may be. You should not complete the attached form of proxy. If your CSDP or broker does not obtain your voting instructions from you in respect of the annual general meeting, it will be obliged to act in terms of your mandate or, if your mandate is silent, to abstain from voting. The instruction must be provided within the time period required by your CSDP or broker, as the case may be.