

FORM OF PROXY

Sun International Limited

(Incorporated in the Republic of South Africa)
(Registration number 1967/007528/06) (Share code: SUI: ZAE000097580)
(Sun International or the company)

FORM OF PROXY FOR THE 35th ANNUAL GENERAL MEETING TO BE HELD AT THE MASLOW HOTEL, CORNER GRAYSTON DRIVE AND RIVONIA ROAD, SANDTON, JOHANNESBURG AT 09h00 ON TUESDAY, 14 MAY 2019 – FOR USE BY CERTIFICATED ORDINARY SHAREHOLDERS AND DEMATERIALISED ORDINARY SHAREHOLDERS WITH 'OWN NAME' REGISTRATION ONLY

Holders of dematerialised ordinary shares other than 'own name' registration must inform their central securities depository participant (CSDP) or broker of their intention to attend the annual general meeting and request their CSDP or broker to issue them with the necessary authorisation to attend the annual general meeting in person or provide their CSDP or broker with their voting instructions should they not wish to attend the annual general meeting in person but wish to be represented thereat.

I/We

(Please print)

of (address)

Telephone number

Cell phone number

Email address

1. _____ or failing him/her,

2. _____ or failing him/her,

the chairman of the annual general meeting as my/our proxy to act for me/us and on my/our behalf at the 35th annual general meeting of the company which will be held at 09h00 on Tuesday, 14 May 2019 and at any adjournment thereof for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name/s, in accordance with the following instructions:

		Number of ordinary shares		
		For	Against	Abstain
2.	Ordinary resolutions numbers 1.1 to 1.4: Election of directors			
	1.1 Mr VP Khanyile			
	1.2 Mr JA Mabuza			
	1.3 Mr S Sithole			
	1.4 Ms ZP Zatu			
3.	Ordinary resolutions numbers 2.1 to 2.3: Re-election of directors			
	2.1 Mr PD Bacon			
	2.2 Mr PL Campher			
	2.3 Dr NN Gwagwa			
4.	Ordinary resolution number 3: Reappointment of external auditor			
5.	Ordinary resolutions numbers 4.1 to 4.5: Election of audit committee members			
	4.1 Mr PD Bacon			
	4.2 Mr PL Campher			
	4.3 Mr EAMMG Cibie			
	4.4 Ms CM Henry			
	4.5 Ms ZP Zatu			
6.	Ordinary resolution number 5: Endorsement of Sun International group remuneration policy			
7.	Ordinary resolution number 6: Endorsement of implementation of Sun International group remuneration policy			
8.	Ordinary resolution number 7: Ratification relating to personal financial interest arising from multiple offices in the Sun International group			
9.	Special resolution number 1: General authority to acquire (repurchase) ordinary shares			
10.	Special resolution number 2: Remuneration of non-executive chairman			
11.	Special resolution number 3: Remuneration of lead independent director			
12.	Special resolution number 4: Remuneration of non-executive directors			
13.	Special resolution number 5.1: Remuneration of audit committee chairman			
14.	Special resolution number 5.2: Remuneration of audit committee members			
15.	Special resolution number 5.3: Remuneration of remuneration committee chairman			
16.	Special resolution number 5.4: Remuneration of remuneration committee members			
17.	Special resolution number 5.5: Remuneration of risk committee chairman			
18.	Special resolution number 5.6: Remuneration of risk committee members			
19.	Special resolution number 5.7: Remuneration of nomination committee chairman			
20.	Special resolution number 5.8: Remuneration of nomination committee members			
21.	Special resolution number 5.9: Remuneration of social and ethics committee chairman			
22.	Special resolution number 5.10: Remuneration of social and ethics committee members			
23.	Special resolution number 5.11: Remuneration of investment committee chairman			
24.	Special resolution number 5.12: Remuneration of investment committee members			
25.	Special resolution number 6: Financial assistance to employee share scheme beneficiaries and related or inter-related companies and corporations			

Please indicate with an 'X' in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy will be entitled to vote or abstain as he/she deems fit.

Signed at _____ on _____ 2019

Signature

Assisted by me (where applicable)

NOTES TO FORM OF PROXY AND SUMMARY OF APPLICABLE RIGHTS ESTABLISHED BY SECTION 58 OF THE COMPANIES ACT, 2008 (COMPANIES ACT)

1. An ordinary shareholder holding dematerialised shares by 'own name' registration, or who holds shares that are not dematerialised, is entitled to appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at, a shareholders meeting on behalf of the shareholder. Such ordinary shareholder may insert the name of a proxy or the names of two alternative proxies of the ordinary shareholder's choice in the space provided, with or without deleting 'the chairman of the annual general meeting', provided that any such deletion must be signed in full by the shareholder. The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow. Should a proxy not be specified, this will be exercised by the chairman of the annual general meeting. A proxy need not be a shareholder of the company.
2. All resolutions put to the vote shall be decided by way of a poll. An ordinary shareholder is entitled on a poll, to 1 (one) vote per ordinary share held. An ordinary shareholder's instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the ordinary shareholder in the appropriate box(es). An 'X' in the appropriate box indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above will result in the proxy not being authorised to vote or to abstain from voting at the annual general meeting in respect of the shareholder's votes, except in the case where the chairman of the annual general meeting is the proxy. An ordinary shareholder or his/her proxy is not obliged to use all the votes exercisable by the ordinary shareholder, or to cast all those votes exercised in the same way, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the ordinary shareholder.
3. A proxy appointment must be in writing, dated and signed by the relevant shareholder.
4. Any alteration or correction made to this form of proxy must be signed in full and not initialled by the signatory.
5. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form, unless previously recorded by the company or waived by the chairman of the annual general meeting.
6. A minor must be assisted by his/her parent/guardian and the relevant documentary evidence establishing his/her legal capacity must be attached to this form of proxy unless previously recorded by the company or waived by the chairman of the annual general meeting.
7. When there are joint holders of shares, any one holder may sign the form of proxy.
8. The chairman of the annual general meeting may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
9. A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person other than the chairman of the annual general meeting.
10. The appointment of a proxy or proxies:
 - a. is suspended at any time to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;
 - b. is revocable in which case the shareholder may revoke the proxy appointment by:
 - i. cancelling it in writing or making a later inconsistent appointment of a proxy; and
 - ii. delivering a copy of the revocation instrument to the proxy and to the company.
11. Should the instrument appointing a proxy or proxies have been delivered to the company, as long as the appointment remains in effect, any notice that is required by the Companies Act or the company's memorandum of incorporation to be delivered by such company to the shareholder, must be delivered by such company to:
 - a. the shareholder; or
 - b. the proxy or proxies, if the shareholder has directed the company to do so in writing and has paid any reasonable fee charged by the company for doing so.
12. The proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Companies Act.
13. It is requested for administrative purposes only that this form of proxy should be completed and returned to The Meeting Specialist (Pty) Ltd (the meeting specialist), JSE Building, One Exchange Square, Gwen Lane, Sandown, 2196 (PO Box 62043, Marshalltown, 2107), so as to reach them by not later than 09h00 on Monday, 13 May 2019. Should this form of proxy not be returned to the meeting specialist by the aforesaid date and time, it may be handed to the chairman of the annual general meeting before that meeting is due to commence.

ADDITIONAL FORMS OF PROXY ARE AVAILABLE FROM THE MEETING SPECIALIST ON REQUEST.

A stylized, handwritten-style logo for 'Sun' in a dark grey color. The 'S' is large and loops around the 'un', which is written in a cursive, lowercase font.