

FORM OF PROXY

THE SPAR GROUP LTD

Registration number 1967/001572/06

JSE code: SPP

ISIN: ZAE000058517

(**SPAR** or the **company**)

For use by certificated and own name dematerialised SPAR shareholders (shareholders) at the AGM of the company to be held in the company's boardroom, 22 Chancery Lane, Pinetown, Durban, South Africa on Tuesday, 16 February 2021 at 09:00 for the purpose of conducting the following items of business:

I/We _____

of _____ (address)

being the holder/s of _____ shares, appoint (see note 1)

1. _____ or failing him/her/it;

2. _____ or failing him/her/it;

3. the Chairman of the AGM

as my/our proxy to act for me/us on my/our behalf at the AGM which will be held for the purposes 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 ordinary shares registered in my/our name/s, in accordance with the following instructions:

		Insert an 'X' or the number of shares with which you wish to vote		
		For	Against	Abstain
ORDINARY BUSINESS				
1.	Adoption of the annual financial statements			
2.	Appointment of Brett Botten as an executive director			
3.	Appointment of Graham O'Connor as a non-executive director			
4.	Re-election of Marang Mashologu as a non-executive director retiring by rotation			
5.	Re-election of the independent external auditor			
6.	Re-election of the members of the Audit Committee			
6.1	Marang Mashologu;			
6.2	Harish Mehta;			
6.3	Andrew Waller (Chairman).			
7.	Authority to issue shares for the purpose of share options			
8.	Authority to issue shares for the purpose of the CSP			
9.	Non-binding advisory vote on the remuneration policy			
10.	Non-binding advisory vote on the remuneration implementation report			
SPECIAL BUSINESS				
11.	Financial assistance to related or inter-related companies			
12.	Non-executive directors' fees			

Signed at _____ on this _____ day of _____ 2021

Signature _____

NOTES TO THE FORM OF PROXY

Completed forms of proxy must be received at the office of the company's transfer secretaries, Link Market Services South Africa (Pty) Ltd, PO Box 4844, Johannesburg, 2000, by no later than 09:00 on Friday, 12 February 2021. Thereafter, a form of proxy must be handed to the Chairman of the AGM before the appointed proxy may exercise any rights of the shareholders at the AGM.

1. A member's instructions to the proxy must be indicated in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the AGM as he/she deems fit. A member may instruct the proxy to vote less than the total number of shares held by inserting the relevant number of shares in the appropriate box provided. A member who fails to do so will be deemed to have authorised the proxy to vote or abstain from voting, as the case may be, in respect of all the member's votes exercisable at the AGM.
2. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy unless previously recorded by the company's share registrar or waived by the Chairman of the AGM.
3. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
4. A minor must be assisted by the minor's parent or guardian unless the relevant documents establishing the minor's legal capacity are produced or have been registered by the company's transfer secretaries.
5. The Chairman of the AGM may accept any form of proxy which is completed other than in accordance with these notes if the Chairman of the AGM is satisfied as to the manner in which the member wishes to vote.

SUMMARY OF RIGHTS OF SHAREHOLDERS

In terms of section 58 of the Companies Act:

- A shareholder of a company may, at any time and in accordance with the provisions of section 58 of the Companies Act, 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 such shareholder
- Irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder
- Any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise
- If an appointment of a proxy is revocable, a 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 relevant company
- A proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's MOI, or the instrument appointing the proxy, provides otherwise
- If the instrument appointing a proxy has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice required in terms of the Companies Act or such company's MOI to be delivered to a shareholder must be delivered by such company to:
 - The relevant shareholder, or
 - The proxy or proxies, if the relevant shareholder has (i) directed such company to do so, in writing; and (ii) paid any reasonable fee charged by such company for doing so
- If a company issues an invitation to its shareholders to appoint 1 (one) or more persons named by the company as a proxy, or supplies a form of proxy instrument:
 - The invitation must be sent to every shareholder entitled to notice of the meeting at which the proxy is intended to be exercised
 - The invitation or form of proxy instrument supplied by the company must:
 - » Bear a reasonably prominent summary of the rights established in section 58 of the Companies Act
 - » Contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a shareholder to write the name and, if desired, an alternative name of a proxy chosen by the shareholder
 - » Provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the meeting, or is to abstain from voting
- The company must not require that the proxy appointment be made irrevocable
- The proxy appointment remains valid only until the end of the meeting at which it was intended to be used