

# Form of Proxy for AGM

## Energy Council NPC

Registration number 2022/449689/08

For use at the first Annual General Meeting (“AGM”) of Energy Council NPC’s (“the Company”) members to be held electronically and in the Auditorium at Sasol Place, 50 Katherine Street, Sandton, Johannesburg, South Africa on **Friday, 26 May 2023 at 10:00**.

We \_\_\_\_\_ (Please print – full names)

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

appoint \_\_\_\_\_ (see notes below)

or failing him/her the Chairman of the AGM as our proxy to attend, participate in and speak and, on a poll, to vote for us and on our behalf at the AGM of the Company which will be held on **Friday, 26 May 2023 at 10:00**, South African time, as follows:

	Number of voting rights (insert):		
	For	Against	Abstain
1. To vote on the election, each by way of a separate vote, of the following Directors, appointed in terms of clause 13.2 of the Company’s MOI, and who are eligible for election:			
1.1 Mr F R Grobler			
1.2 Ms N Viljoen			
1.3 Dr I J Poolo			
1.4 Dr N Tsengwa			
1.5 Mr T P Nchocho			
1.6 Mr M M Mabasa			
1.7 Ms M A F Kane-Garcia			
1.8 Mr A P Kirby			
1.9 Mr J S Mackay			
2. To vote on the election of Mr F R Grobler who was appointed by the Board as Chairperson in terms of clause 6.3.4.4 of the Company’s MOI.			
3. To vote on the election of Ms N Viljoen who was appointed by the Board as Deputy Chairperson in terms of clause 6.3.4.4 of the Company’s MOI.			
4. To vote on the appointment of Lightvision Audit Incorporated, nominated by the Board, as independent auditor of the Company for the financial year ending 29 February 2024, to hold office until the end of the next AGM.			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2023

Signature \_\_\_\_\_

Each member entitled to attend and vote at the AGM is entitled to appoint one or more individuals as proxy/ies to attend, participate in, speak and vote, or abstain from voting in its stead. A proxy need not be a person entitled to vote at the AGM.

Our proxy (subject to any restriction set out herein) may/may not delegate the proxy’s/ies’ authority to act on behalf of us to another person (*delete as appropriate*).

This Form of Proxy will lapse and cease to be of force and effect immediately after the AGM of the Company on **Friday, 26 May 2023 at 10:00** or any adjournment(s) thereof unless it is revoked earlier.

# Notes to Form of Proxy

1. Definitions used in the Form of Proxy will have the meaning assigned to them in the Notice.
2. Proxy appointments must be in writing, dated and signed by the member.
3. Forms of Proxy must be submitted to the Energy Council as soon as possible, preferably no later than **10:00 on Thursday, 25 May 2023** or can be presented before the relevant resolution on which the proxy is to vote is considered at the AGM.  
  
Please note that the reason why members are asked to send in their Form of Proxy before the meeting is because the Energy Council must verify each proxy to determine whether it is validly given. Delays could be caused at the AGM if the verification has to be carried out by the Energy Council while the meeting is in progress.
4. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space provided, with or without deleting 'the Chairman of the AGM'. Any such deletion must be initialled by the member.
5. A member's instruction to the proxy must be indicated by the insertion of the voting right exercisable by that member in the appropriate space 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 deems fit, in respect of the member's voting right exercisable thereat, but where the proxy is the Chairman, failure to comply will be deemed to authorise the proxy to vote in favour of the relevant resolution.
6. A member's authorisation to the proxy, including the Chairman of the AGM, to vote on its behalf, shall be deemed to include the authority to vote on procedural matters at the AGM.
7. The completion and presentation of this Form of Proxy will not preclude the relevant holder from participating in the AGM to the exclusion of any proxy appointed in terms hereof should such member wish to do so. In order for a member to participate in the AGM, it must have been verified and authenticated by the Energy Council in accordance with the process detailed in paragraph 4 on page 21 of the Notes to the Notice of the Annual General Meeting.
8. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this form.
9. Any alteration to this form must be initialled by the signatory(ies).
10. A holder may revoke the proxy appointment by:
  - (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and
  - (ii) furnishing a copy of the revocation instrument to the proxy/ies and to the Company, to be received by **10:00 on Thursday, 25 May 2023**.
11. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's/proxies' authority to act on behalf of the member as of the later of:
  - (i) the date stated in the revocation instrument, if any; or
  - (ii) the date on which the revocation instrument was furnished as required in paragraph 10(ii).
12. The Form of Proxy must be submitted to the Energy Council as follows:
  - (i) By hand: Sasol Place, 50 Katherine Street, Sandton, 2196
  - (ii) By email: info@energycouncil.org.za