

FORM OF PROXY



RCL FOODS LIMITED

Incorporated in the Republic of South Africa

Registration number 1966/004972/06

Share code: RCL

ISIN: ZAE000179438

("the company")

This form of proxy is only for use by:

1. Registered members who have not yet dematerialised their ordinary shares
2. Registered members who have already dematerialised their ordinary shares and registered them in their own name
(See explanatory note 3 overleaf)

I/We _____ (name in block letters)

of _____ (address)

Telephone number _____ Cell number _____

being a member/members of RCL FOODS Limited (registration number 1966/004972/06)

and the registered holder/s of _____ ordinary shares in the company, hereby appoint (see instruction 1 overleaf)

1. _____ or failing him/her

2. _____ or failing him/her

3. the Chairman of the annual general meeting,

as my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the annual general meeting of the company to be held at Six The Boulevard, Westway Office Park, Westville, KwaZulu-Natal on Thursday, 26 November 2015 at 08:30 and at any adjournment thereof as follows:

		IN FAVOUR	AGAINST	ABSTAIN
ORDINARY RESOLUTIONS				
1.	Adoption of annual financial statements			
2.	Election and re-election of directors			
2.1	Mr RV Smither			
2.2	Mr HJ Carse			
2.3	Mr DTV Msibi			
2.4	Mrs MM Nhlanhla			
2.5	Mr GM Steyn			
3.	Re-appointment of external auditors			
4.	Election of members of the Audit Committee			
4.1	Mr NP Mageza			
4.2	Mr DTV Msibi			
4.3	Mr RV Smither			
5.	Control of authorised but unissued shares			
6.	Approval of Group Remuneration Policy			
7.	Enabling resolution			
SPECIAL RESOLUTIONS				
1.	Amendment to Memorandum of Incorporation			
2.	Financial assistance in terms of sections 44 and 45			
3.	Approval of non-executive directors' remuneration			

(Indicate instructions to proxy by way of a cross in the space provided). Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Signed this _____ day of _____ 2015.

Signature _____

(Please read the notes and instructions overleaf.)

NOTES TO THE FORM OF PROXY

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a registered member of the company. Satisfactory identification must be presented by any person wishing to attend the annual general meeting, as set out in the notice.
2. Every member present in person or by proxy and entitled to vote at the annual general meeting of the company shall, on a show of hands, have one vote only, irrespective of the number of shares such member holds. In the event of a poll, each member shall be entitled to one vote in respect of each ordinary share held in the company by him/her.
3. Members registered in their own name are members who elected not to participate in the Issuer-Sponsored Nominee Programme and who appointed Computershare Custodial Services as their Central Securities Depository Participant (CSDP) with the express instruction that their uncertified shares are to be registered in the electronic sub-register of members in their own names.

INSTRUCTIONS ON SIGNING AND LODGING THE FORM OF PROXY:

1. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space/s provided overleaf, with or without deleting "the Chairman of the annual general meeting", but any such deletion must be initialled by the member. Should this space be left blank, the proxy will be exercised by the Chairman of the annual general meeting. The person whose name appears 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.
2. A member's voting instructions to the proxy must be indicated by the insertion of an "X", or the number of votes exercisable by the member, in the appropriate spaces provided overleaf. Failure to do so shall be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting, as he/she thinks fit in respect of all the member's exercisable votes. A member or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the member or by his/her proxy.
3. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
4. To be valid, the completed forms of proxy must be deposited at the registered office of the company or posted to the Company Secretary, PO Box 2734, Westway Office Park, Westville, 3635, or lodged with the transfer secretaries of the company, Computershare Investor Services Proprietary Limited at 70 Marshall Street, Johannesburg 2001, or posted to the transfer secretaries at PO Box 61051, Marshalltown 2107, so as to arrive no later than 08:30 on Tuesday, 24 November 2015.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the Chairman of the annual general meeting.
6. The completion and lodging of this form of proxy shall not preclude the relevant member from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so.
7. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.
8. The provisions of the Companies Act in relation to the revocation of the appointment of a proxy apply. A member may accordingly revoke a proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of such revocation to the proxy and the company.
9. The Chairman of the annual general meeting may reject or accept any form of proxy which is completed other than in accordance with these instructions provided that he is satisfied as to the manner in which a member wishes to vote.