



Phumelela Gaming

Phumelela Gaming and Leisure Limited



Notice of Annual General Meeting 2015

NOTICE OF ANNUAL GENERAL MEETING

PHUMELELA GAMING AND LEISURE LIMITED

(incorporated in the Republic of South Africa)

Registration number: 1997/016610/06

JSE share code: PHM

ISIN: ZAE000039269

DEFINITIONS

“Companies Act”	The Companies Act, 71 of 2008, as amended from time to time
“JSE”	JSE Limited
“the Company”	Phumelela Gaming and Leisure Limited (registration number 1997/016610/06)

INTRODUCTION

Notice is hereby given to the shareholders of the Company, that the 16th Annual General Meeting (AGM) of the shareholders of the Company will be held in the Bold Cherry Room, Turffontein Racecourse, 14 Turf Club Street, Turffontein, Johannesburg on Thursday, 3 December 2015 at 09:00 for the purpose of considering, the ordinary and special resolutions set out below:

The record date for purposes of determining which shareholders are entitled to receive this notice is Friday, 23 October 2015.

The record date on which shareholders must be recorded as such in the register maintained by the transfer secretaries of the Company for the purposes of determining which shareholders are entitled to participate in and vote at the Annual General Meeting is Friday, 27 November 2015. Accordingly, the last date to trade in order to be registered in the Company's register of shareholders is Friday, 20 November 2015.

ORDINARY RESOLUTIONS

Shareholders will be asked to consider and, if deemed fit, to pass, with or without modification, the following ordinary resolutions:

Acceptance of annual financial statements

Ordinary resolution number 1 is proposed to receive and accept the annual financial statements of the Company for the financial year ended 31 July 2015 together with the reports by the Company's auditors, directors, and Audit Committee. The complete annual financial statements of the Company for the financial year ended 31 July 2015 are contained in the Integrated Report 2015. Additional copies of the Integrated Report can be obtained from the Company's registered office.

1. Ordinary resolution number 1

“Resolved that the audited annual financial statements of the Company for the financial year ended 31 July 2015 together with the reports of the Company's auditors, directors and audit committee, be and are hereby received and accepted.”

In order for this ordinary resolution number 1 to be adopted, the resolution is required to be supported by more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present or represented by proxy at the meeting.

NOTICE OF ANNUAL GENERAL MEETING continued

Re-election of directors

In terms of article 8.1.5 of the Company's Memorandum of Incorporation, at every AGM at least one-third of the directors of the Company must retire and the directors to so retire shall be those who have been longest in office since their last election. Further, if at the date of any AGM any director shall have held office for a period of three years since his last election or appointment, he shall retire at such meeting either as one of the directors to retire by rotation, or additionally thereto.

Mr B Kantor, Mr MP Malungani and Mr CJH van Niekerk are required to retire by rotation and they have offered themselves for re-election. Brief curricula vitae in respect of Mr B Kantor, Mr MP Malungani and Mr CJH van Niekerk are contained on pages 32 to 36 of the Integrated Report and Annexure A to this notice. The Board of Directors of the Company (the Board) recommends the re-election of each of these retiring directors.

Accordingly, ordinary resolutions numbers 2 to 4 are proposed to re-elect Mr B Kantor, Mr MP Malungani and Mr CJH van Niekerk, in accordance with article 8.1.2 of the Company's Memorandum of Incorporation and who, being eligible for re-election, offer themselves for re-election.

2. Ordinary resolution number 2

"Resolved that Mr B Kantor, who retires as a director of the Company in terms of article 8.1.5 of the Company's Memorandum of Incorporation, and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company."

In order for this ordinary resolution number 2 to be adopted, the resolution is required to be supported by more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present or represented by proxy at the meeting.

3. Ordinary resolution number 3

"Resolved that Mr MP Malungani, who retires as a director of the Company in terms of article 8.1.5 of the Company's Memorandum of Incorporation, and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company."

In order for this ordinary resolution number 3 to be adopted, the resolution is required to be supported by more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present or represented by proxy at the meeting.

4. Ordinary resolution number 4

"Resolved that Mr CJH van Niekerk, who retires as a director of the Company in terms of article 8.1.5 of the Company's Memorandum of Incorporation, and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company."

In order for this ordinary resolution number 4 to be adopted, the resolution is required to be supported by more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present or represented by proxy at the meeting.

Appointment of director

In terms of the Company's Memorandum of Incorporation, the nomination by the Board of directors of any person as director of the Company requires approval by shareholders at an AGM of the Company. Mr BP Finch was nominated as director of the Company. The Board recommends to the shareholders of the Company that his appointment be approved.

A brief curriculum vitae in respect of Mr BP Finch is contained in Annexure A to this notice.

5. Ordinary resolution number 5

"Resolved that the appointment of Mr BP Finch as director of the Company with effect from 8 October 2015 be and is hereby approved."

In order for this ordinary resolution number 5 to be adopted, the resolution is required to be supported by more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present or represented by proxy at the meeting.

Election of Audit Committee

Ordinary resolution number 6 is proposed to elect an Audit Committee in terms of section 94(2) of the Companies Act and the King Report on Corporate Governance for South Africa (King III).

Section 94 of the Companies Act requires that, at each Annual General Meeting, shareholders of the Company must elect an Audit Committee comprising at least three members.

The Board recommends the election of Mr R Cooper, Mrs NJ Mboweni and Mr JB Walters to the Audit Committee. Brief curricula vitae in respect of each proposed member standing for election are set out on pages 32 to 36 of the integrated report and in Annexure A to this notice.

The Board is satisfied that the proposed members meet the requirements of section 94(4) of the Companies Act, that they are independent according to King III and that they possess the required qualifications and experience as prescribed in Regulation 42 of the Companies Act Regulations 2011, which requires that at least one third of the members of a company's Audit Committee at any particular time must have academic qualifications or experience in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management.

6. Ordinary resolution number 6

"Resolved to re-elect by way of separate vote, the three directors referred to in 6.1 to 6.3 below as members of the Audit Committee in terms of section 94(2) of the Companies Act to hold office until the next AGM and to perform the duties and responsibilities stipulated in section 94(7) of the Companies Act and King III and to perform such other duties and responsibilities as may, from to time be delegated to it by the Board.

6.1 Mr R Cooper

6.2 Mrs NJ Mboweni

6.3 Mr JB Walters

In order for these ordinary resolutions number 6.1 to 6.3 to be adopted, the resolution is required to be supported by more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present or represented by proxy at the meeting.

NOTICE OF ANNUAL GENERAL MEETING continued

Appointment of external auditors

Ordinary resolution number 7 is proposed to approve the appointment of KPMG Inc. as the external auditors of the Company for the financial year ending 31 July 2016 and to remain in office until the conclusion of the next AGM, and to authorise the directors to determine their remuneration.

Due to audit partner rotation required in terms of the Companies Act, Mr D Thompson will be rotating and replaced by Mr G Parker, the individual registered auditor who will undertake the audit during the financial year ending 31 July 2016.

Section 90(1) of the Companies Act requires the Company to appoint an auditor each year at its AGM. The Audit Committee conducted an assessment of the performance and the independence of the external auditors and considered whether or not the external auditors comply with the requirements of section 90(2) of the Companies Act and section 22 of the Listings Requirements of the JSE. The Board is satisfied that the proposed external auditors comply with the relevant provisions and are duly accredited by the JSE.

7. Ordinary resolution number 7

“Resolved that KPMG Inc. be reappointed as external auditors until the conclusion of the next Annual General Meeting, Mr G Parker be appointed as the designated auditor to hold office for the ensuing year and that the auditors’ remuneration for the financial year ending 31 July 2016 shall be determined by the directors.”

In order for this ordinary resolution number 7 to be adopted, the resolution is required to be supported by more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present or represented by proxy at the meeting.

8. Ordinary resolution number 8

“Resolved that, subject to the Listings Requirements of the JSE Limited, the Companies Act and the Company’s Memorandum of Incorporation, as a general authority valid until the conclusion of the next Annual General Meeting of the Company, that the Company’s authorised but unissued shares be and are hereby placed under the control of the directors to issue, grant options over or otherwise deal with or dispose of, on such terms and conditions and to such persons, whether they be shareholders or not, as the directors in their discretion deem fit.”

In order for this ordinary resolution number 8 to be adopted, the resolution is required to be supported by more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present or represented by proxy at the meeting.

9. Ordinary resolution number 9

“Resolved that the directors of the Company be and are hereby authorised by way of a general authority to issue up to 11 500 000 ordinary shares of 2,5 cents each in the authorised share capital of the Company for cash, as and when they in their discretion deem fit, subject to the following limitations:

- ▷ That this authority is valid until the Company’s next Annual General Meeting provided that it shall not extend beyond 15 (fifteen) months from the date that this authority is given;
- ▷ That a paid press announcement giving full details including the impact on the net asset value, headline earnings per share and earnings per share will be published at the time of any issue representing, on a cumulative basis within 1 (one) financial year, 5% (five percent) or more of the number of shares in issue prior to the issue;
- ▷ That issues in the aggregate in any 1 (one) financial year may not exceed 15% (fifteen percent) of the number of shares in the Company’s issued share capital;

- ▷ That in determining the price at which an issue of shares may be made in terms of this authority, the maximum discount permitted will be 10% (ten per cent) of the weighted average traded price of those shares as determined over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed by the directors of the Company; and
- ▷ That any such issue will only be made to public shareholders as defined by the Listings Requirements of the JSE and further, will not be made to any related parties, as defined by the Listings Requirements of the JSE.

Pursuant to the requirements of the Listings Requirements of the JSE, ordinary resolution 9 is required to be supported by at least 75% (seventy-five percent) of the voting rights exercised on the resolution by all shareholders present or represented by proxy at the general meeting.

Non-binding advisory vote on remuneration policy

The purpose of ordinary resolution number 10 is to endorse, by way of non-binding advisory vote, the remuneration policy elements in the remuneration report on pages 44 to 49 of the Integrated Report 2015.

King III recommends that every year the Company's remuneration policy be tabled to shareholders for a non-binding advisory vote at the AGM.

10. Ordinary resolution number 10

"Resolved that in terms of the recommendations of the King III, the Remuneration Policy of the Company, as set out on pages 44 to 49 of the Integrated Report 2015 under the heading "Remuneration Report" be and is hereby adopted by way of a non-binding advisory vote."

In order for this ordinary resolution number 10 to be adopted, the resolution is required to be supported by more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present or represented by proxy at the meeting.

SPECIAL RESOLUTIONS

Shareholders will be asked to consider and if deemed fit, to pass, with or without modification, the following special resolutions:

Non-executive directors' fees

Section 66(8) (read with section 66(9) of the Companies Act) provides, to the extent permitted in the Company's Memorandum of Incorporation, the Company may pay remuneration to its directors for their services as directors provided that such remuneration may only be paid in accordance with a special resolution approved by shareholders within the previous two years. Article 8.10.2.3 of the Company's Memorandum of Incorporation provides that any director who serves on any committee may be remunerated for their services as such.

The reason for and effect of special resolution number 1 is to grant the Company the authority to pay fees to its non-executive directors for their services as directors, in line with the recommendations of King III and the Companies Act.

NOTICE OF ANNUAL GENERAL MEETING continued

1. Special resolution number 1

"Resolved as a special resolution that the non-executive directors' remuneration for the ensuing 12-month period is as follows:

	2016 R	2015 R
Per meeting attended		
Board Chairman	92 700	87 450
Board member	37 080	34 980
Audit Committee Chairman	63 600	60 000
Audit Committee member	31 800	30 000
Remuneration Committee Chairman	53 000	50 000
Remuneration Committee member	21 200	20 000
Social and Ethics Committee Chairman	30 900	29 150
Social and Ethics Committee member	19 670	18 550

In order for this special resolution number 1 to be adopted, the resolution is required to be supported by at least 75% (seventy-five percent) of the voting rights exercised on the resolution by shareholders present or represented by proxy at the meeting.

Loans or other financial assistance to related or inter-related companies

Section 45 of the Companies Act provides, amongst other things, that, except to the extent that the Memorandum of Incorporation of the Company provides otherwise, the Board may authorise the Company to provide direct or indirect financial assistance (which includes lending money, guaranteeing a loan or other obligation and securing any debt or obligation) to a related or inter-related company or corporation, provided that such authorisation shall be made pursuant to a special resolution of the shareholders adopted within the previous two years, which approved such assistance either for the specific recipient or generally for a category of potential recipients and the specific recipients falls within that category.

The reason for and effect of special resolution number 2 is to grant the directors of the Company the authority to cause the Company to provide financial assistance, in the normal course of business, to any company or corporation which is related or inter-related to the Company. It does not authorise the provision of financial assistance to a director or prescribed officer of the Company.

2. Special resolution number 2

"Resolved that the directors, in terms of and subject to the provisions of the Companies Act, be authorised to cause the Company to provide any financial assistance to any company or corporation which is related or inter-related to the Company."

In order for this special resolution number 2 to be adopted, the resolution is required to be supported by at least 75% (seventy-five percent) of the voting rights exercised on the resolution by shareholders present or represented by proxy at the meeting.

Authority to acquire Company's own shares

The effect of special resolution number 3 and the reason therefore, is to grant the Company (or a subsidiary of the Company) a general approval in terms of the Companies Act for the acquisition by the Company (or a subsidiary of the Company) of up to 10% of the Company's ordinary issued share capital, which general approval shall be valid until the earlier of such next Annual General Meeting of the Company or its variation or revocation of such general authority by special resolution at any subsequent general meeting of the Company; provided that the general authority shall not extend beyond 15 months from the date of this Annual General Meeting.

The Board intends acquiring shares in respect of its fulfilment and obligations in respect of the tranche of shares that may be exercisable as per the Executive Option Schemes, during the financial year ending 31 July 2016.

Disclosures in regard to the requirements of the JSE applying to special resolution number 3 in terms of Rule 11.26 of the Listings Requirements and as contained in the Integrated Report 2015 is set out in Annexure B.

3. Special resolution number 3

"Resolved that the Company (or a subsidiary of the Company) be and is hereby authorised to acquire up to 10% of the Company's ordinary issued share capital, subject to the requirements of the Companies Act, the Company's Memorandum of Incorporation and the Listings Requirements of the JSE, being that:

- ▷ any such acquisition of ordinary shares shall be implemented on the open order book of the JSE and without any prior arrangement
- ▷ authorisation must be given in terms of the Company's Memorandum of Incorporation
- ▷ the Company undertakes to advise the sponsor before entering the market to commence any share repurchases
- ▷ this general authority shall be valid until the Company's next Annual General Meeting, provided that it shall not extend beyond 15 months from the date of passing of this special resolution number 3
- ▷ an announcement will be published as soon as the Company has acquired ordinary shares constituting, on a cumulative basis, 3% of the number of ordinary shares in issue prior to the acquisition pursuant to which the aforesaid 3% threshold is reached, containing full details of such acquisitions
- ▷ acquisitions of shares in aggregate in any one financial year may not exceed 10% of the Company's ordinary issued share capital as at the date of passing this special resolution number 3
- ▷ in determining the price at which ordinary shares issued by the Company are acquired by it in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% of the weighted average of the market value at which such ordinary shares are traded on the JSE as determined over the five business days immediately preceding the date of repurchase of such ordinary shares by the Company
- ▷ repurchases may not take place during a prohibited period unless the Company has a repurchase programme in place where the dates and quantities of securities to be traded during the relevant period are fixed and full details of the programme have been disclosed in writing to the JSE prior to the commencement of the prohibited period
- ▷ repurchases may only be effected by one agent at any given time
- ▷ it is the opinion of the Company's Board of Directors that following the repurchase of shares:
 - the Company and the Group will be able, in the ordinary course of business, to pay its debts for a period of 12 months from the date of this notice;
 - the assets of the Company and the Group will be in excess of the liabilities, measured in accordance with the accounting policies used in the audited annual financial statements for 12 months from the date of this notice;
 - the ordinary share capital and reserves of the Company and the Group will be adequate for a period of 12 months from the date of this notice; and
 - the working capital of the Company and the Group will be adequate for a period of 12 months from the date of this notice. In terms of the Companies Act the solvency and liquidity test will be applied before any repurchase.
- ▷ prior to the implementation of a repurchase, the Company and the Group will have passed the solvency and liquidity test and that since the last test was performed there would have been no material changes to the financial position of the Group.

In order for this special resolution number 3 to be adopted, the resolution is required to be supported by at least 75% (seventy-five percent) of the voting rights exercised on the resolution by shareholders present or represented by proxy at the meeting.

NOTICE OF ANNUAL GENERAL MEETING continued

TO TRANSACT SUCH OTHER BUSINESS AS MAY BE TRANSACTED AT AN ANNUAL GENERAL MEETING

Identification

Section 63(1) of the Companies Act requires that the meeting participants provide identification. Such identification must be to the reasonable satisfaction of the Chairman of the Annual General Meeting.

ELECTRONIC PARTICIPATION BY SHAREHOLDERS

Should any shareholder (or a proxy for a shareholder) wish to participate in the Annual General Meeting by way of electronic participation, that shareholder should make an application in writing (including details as to how the shareholder or its representative (including its proxy) can be contacted) to so participate to the transfer secretaries, Computershare Investor Services 2004 (Pty) Limited, 70 Marshall Street, Johannesburg, 2001, (PO Box 61051, Marshall Town, 2107) to be received by the transfer secretaries at least five business days, being 25 November 2015, prior to the Annual General Meeting in order for the transfer secretaries to arrange for the shareholder (or its representative or proxy) to provide reasonably satisfactory identification to the transfer secretaries for the purposes of section 63(1) of the Companies Act and for the transfer secretaries to provide the shareholder (or its representative or proxy) with details as to how to access any electronic participation to be provided. The Company reserves the right not to provide for electronic participation at the Annual General Meeting in the event that it determines that it is not practical to do so. The costs of accessing any means of electronic participation provided by the Company will be borne by the Company.

By order of the Board



F Moloi
Company Secretary
30 October 2015

ANNEXURE A

BRIEF CURRICULA VITAE OF DIRECTORS FOR ELECTION AND RE-ELECTION

R Cooper (72)

CA(SA)

Rob served articles and qualified as a Chartered Accountant with Charles Hewitt & Co. during the period 1961 to 1967. He then left the profession and worked for Hume Pipe and Standard Telephones and Cables for a total period of three and a half years. Rob then joined Alex Aiken & Carter (now KPMG) in 1971 and was appointed as a partner in 1982 which position he held until his retirement in February 2008.

N Mboweni (54)

BA Ed, MAP

Nolwandle holds a Senior Teachers Diploma from East Rand College, a BA degree in Education and MAP from Wits Business School. Nolwandle sits on a number of boards namely: Afrisun Gauteng; Afrisun (Sun International), Allpay Pension Payouts (ABSA subsidiary), Vela International, Mdumo Investments, Katekane Women's Investments, Total South Africa and Tshahani Resources. She is involved with a number of community projects and is a Trustee of the Khotso Trust.

JB Walters (71)

Barry is the past Chairman of the Racing Association and has been actively involved in the horseracing industry for many years, having acted as Chairman of Gosforth Park Turf Club and the Highveld Racing Authority. Barry was extensively involved in negotiations with government to bring about corporatisation of the horseracing industry and is an owner and breeder.

MP Malungani (57)

B.Com, MAP, LDP

Chairman

Peter is Chairman and founder of Peu Group (Pty) Limited. He is Chairman of Phumelela Gaming and Leisure Limited and also serves on the board of Pretoria Portland Cement Limited (Chairman of the Investment Committee). Peter was previously a director on the boards of Investec Bank Limited and Investec Plc (member of the Risk and Capital committee). He holds directorships on a number of Peu subsidiaries.

B Kantor (66)

CTA (Wits)

Bernard is a founding member of Investec having joined in 1978 and is currently the Group Managing Director. Living between London and Johannesburg for a number of years, Bernard has a broad experience of international business, has sat on various boards and leads many management teams in different parts of the world. He brings invaluable experience to the Phumelela Board. Bernard has a keen interest in the sport of horseracing, not only is he a passionate owner of race horses but also enjoys breeding in many countries around the world. In recognition for his involvement in British horseracing and his efforts in securing the sponsorship of the Investec Epsom Derby, Bernard has been recognised with an Honorary Membership of the Jockey Club in the United Kingdom.

CJH van Niekerk (67)

Chris is a director of Botswana Soda Ash (Pty) Limited, Chlor Alkali Holdings (Pty) Limited, Walvisbay Salt Holdings (Pty) Limited, Ekango Salt (Pty) Limited, KAP International, Cape Thoroughbred Sales (Pty) Limited, Klawervlei Stud (Pty) Limited and Rainbow Beach Trading (Pty) Limited. Chris is also the Chairman of Kenilworth Racing (Pty) Limited. As a hobby, Chris has a keen interest in the sport of horseracing, and is a passionate owner of race horses.

BP Finch (53)

Brian serves as CEO of British American Tobacco South Africa and director of various BAT Group companies. He is passionate about the sport of horseracing and brings a wealth of knowledge as a horse owner and hobby breeder. Brian was appointed to the Board on 8 October 2015 and his appointment is subject to approval by shareholders at the AGM.

ANNEXURE B

DISCLOSURES IN REGARD TO THE REQUIREMENTS OF THE JSE APPLYING TO SPECIAL RESOLUTION NUMBER 3 IN TERMS OF RULE 11.26 OF THE LISTINGS REQUIREMENTS AND AS CONTAINED IN THE INTEGRATED REPORT

The Listings Requirements of the JSE prescribe certain disclosures, which are disclosed in the audited financial statements and the Integrated Annual Report as provided below:

Material change

There has been no material change in the financial or trading position of the Company and its subsidiaries since the date of publication of the Company's annual results on 2 October 2015.

Share capital of the Company

Details of the share capital of the Company are set out on page 100 of the Integrated Report.

Major shareholders

Details of major shareholders of the Company are set out on page 124 of the Integrated Report.

Directors' responsibility statement

The directors, collectively and individually, accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that all reasonable inquiries to ascertain such facts have been made.

Certificated shareholders and dematerialised shareholders with "own name" registration

A shareholder of the Company entitled to attend and vote at the Annual General Meeting of shareholders is entitled to appoint one or more proxies (who need not be a shareholder of the Company) to attend, vote and speak in his/her stead. In order to be valid, completed forms of proxy must be lodged at the transfer secretaries, Computershare Investor Services 2004 (Pty) Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), by 09:00 on Tuesday, 1 December 2015.

On a show of hands, every shareholder of the Company present in person or represented by proxy shall have one vote only. On a poll, every shareholder of the Company present in person or represented by proxy shall have one vote for every share in the Company held by such shareholder.

Dematerialised shareholders other than "own-name" registration

The shareholders of the Company, who have dematerialised their shares in the Company, through a Central Securities Depository Participant (CSDP) or broker other than "own-name" registration and who wish to attend the Annual General Meeting must instruct their CSDP or broker to issue them with the necessary authority to attend.

Should shareholders of the Company, who have dematerialised their shares wish to vote by way of proxy, they must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between them and their CSDP or broker, except for shareholders who have elected own-name registration in the sub-register through a CSDP or broker, which shareholders must complete the attached form of proxy and return it in accordance with the instructions contained therein to the transfer secretaries, Computershare Investor Services 2004 (Pty) Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), so as to be received by them no later than 09:00 on Tuesday, 1 December 2015, or in terms of the custody agreement entered into between the dematerialised own-name shareholders and their CSDP.

A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend, participate in and vote at the Annual General Meeting in the place of a shareholder.

In respect of dematerialised shares, it is important to ensure that the person or entity (such as a nominee) whose name has been entered into the relevant sub-register maintained by a CSDP completes the form of proxy in terms of which he/she appoints a proxy to vote at the general meeting of shareholders in accordance with the instructions received from dematerialised beneficial holders.

FORM OF PROXY

PHUMELELA GAMING AND LEISURE LIMITED

Registration number 1997/016610/06

Share code: PHM ISIN: ZAE 000039269

("Phumelela" or "the Company")

For use by the holders of certificated shares or "own-name" dematerialised shareholders at the Annual General Meeting of shareholders to be held in the Bold Cherry Room, Turffontein Racecourse, 14 Turf Club Street, Turffontein, Johannesburg on Thursday, 3 December 2015 at 09:00.

I/We (names in full) _____

of address _____

being the holder(s) _____ certificated shares or "own name" dematerialised shares of Phumelela hereby appoint (see note 1)

1. _____ and#/or failing him*,

2. _____ and#/or failing him*,

3. the Chairman of the meeting, as my/our* proxy to act for me/us* at the Annual General Meeting of the Company which will be held on Thursday, 3 December 2015 at 09:00 and at every adjournment or postponement thereof for the purpose of considering and, if deemed fit, passing with or without modification the resolutions to be proposed thereat and to vote for and/or against such resolutions and/or* abstain from voting in respect of the shares in the issued share capital of the Company registered in my/our* name (see note 2) as follows:

Ordinary resolutions		Number of votes		
		In favour of	Against	Abstain
1.	To receive and adopt the annual financial statements for the year ended 31 July 2015			
	Re-election of the following directors:			
2.	Mr B Kantor			
3.	Mr MP Malungani			
4.	Mr CJH van Niekerk			
	Appointment of director:			
5.	Mr BP Finch			
6.	To elect the following Audit Committee members:			
6.1	Mr R Cooper			
6.2	Mrs NJ Mboweni			
6.3	Mr JB Walters			
7.	Reappointment of KPMG Inc. as independent auditors for the ensuing year			
8.	Placement of shares under the control of the directors			
9.	General authority to issue shares for cash			
10.	Non-binding advisory approval of Remuneration Policy			
Special resolutions				
1.	To approve the non-executive directors' remuneration for the ensuing year			
2.	To enable the provision of financial assistance to related or interrelated companies or corporations			
3.	A general approval for the Company to acquire Phumelela Gaming and Leisure Limited Shares			

and generally to act as my/our* proxy at the said general meeting. (If no directions are given, the proxy holder will be entitled to vote or abstain from voting as that proxy holder deems fit).

Signed at _____ this _____ day of _____ 2015

Signature _____

Assisted by me (where applicable) _____

(State capacity and full name) _____

Each shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder/s of the Company) to attend, speak and vote in place of that shareholder at the general meeting.

*Delete as applicable. #Two or more persons may be appointed as proxies concurrently.

Please read the notes on the reverse hereof

NOTES TO THE FORM OF PROXY

1. A shareholder entitled to attend and vote at a shareholders meeting shall be entitled to appoint a proxy to participate in, speak and vote at the meeting in his stead. A proxy need not be a shareholder of the Company. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided. The person whose name stands first on the form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the general meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by the proxy.
3. Forms of proxy must be lodged with or posted to the Company's transfer secretaries, Computershare Investor Services (Pty) Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), to reach them no later than 09:00 on Tuesday, 1 December 2015.
4. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity or other legal capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the Chairman of the general meeting.
6. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
7. If any shares are jointly held, the first name appearing in the register shall, in the event of any dispute, be taken as the shareholder.
8. A proxy appointment remains valid for one year after the date of signature and is revocable by the shareholder appointing the proxy by cancellation in writing, a later inconsistent appointment of a proxy and delivery of a copy of the revocation instrument to the proxy and the Company.
9. A proxy may not delegate his/her authority to act on behalf of a shareholder to another person.

CORPORATE INFORMATION

DIRECTORS

MP Malungani (Chairman)
W A du Plessis (Group Chief Executive Officer)
AW Heide (Chief Operating Officer and
Group Finance Director)
ML Ramafalo (Executive Director, Business Development
and Risk Management)
JA Stuart (International Executive Director)
V Moodley (Executive Director, Sports Betting)
R Cooper
MJ Jooste
B Kantor
SKC Khampepe
NJ Mboweni
E Nkosi
CJH van Niekerk
JB Walters
BP Finch

SECRETARY

F Moli

REGISTERED OFFICE

Turffontein Racecourse
14 Turf Club Street
Turffontein
Johannesburg

AUDITORS

KPMG Inc.

PRINCIPAL BANKER

First National Bank – A division of FirstRand Bank Limited

ATTORNEYS

Roodt Inc.

MERCHANT BANK

Investec Bank Limited

SPONSOR

Investec Securities Limited

TRANSFER SECRETARIES

Computershare Investor Services (Pty) Limited

COMPANY REGISTRATION NUMBER

1997/016610/06

COUNTRY OF INCORPORATION

South Africa

WEBSITE

www.phumelela.com

LISTING

Travel and Leisure – JSE Limited
(ISIN: ZAE000039269 Share code: PHM)



www.phumelela.com