

Form of Proxy

Mpact Limited

(Incorporated in the Republic of South Africa)
 Registration number 2004/025229/06
 Share code: MPT ISIN: ZAE000156501
 ("Mpact" or "the company" or "the Group")

To be completed by registered certificated shareholders and dematerialised shareholders with own-name registration only

This Form of Proxy relates to the Annual General Meeting of the company to be held at **The Venue, 17 The High Street, Melrose Arch, Johannesburg, on Thursday, 4 June 2015 at 13:00** (see note 1) and is for use by registered shareholders whose shares are registered in their own names by the record date for determining which shareholders of the company are entitled to participate in and vote at the Annual General Meeting, being Friday, 29 May 2015 (see note 2).

Terms used in this Form of Proxy have the meanings given to them in the Notice of Annual General Meeting to which this Form of Proxy is attached.

Please print clearly when completing this Form of Proxy and see the instructions and notes at the end of this Form of Proxy for an explanation of the use of this Form of Proxy and the rights of the shareholder and the proxy.

I/We (full name in BLOCK LETTERS)

of (address)

Telephone (work) (home)

being a shareholder(s) of the company and being the registered owner/s of ordinary shares in the company (note 3)

hereby appoint of

failing him/her of

or failing him/her, the Chairman of the Annual General Meeting (see note 4)

to attend and participate in the Annual General Meeting and to speak and to vote or abstain from voting for me/us and on my/our behalf in respect of all matters arising (including any poll and all resolutions put to the Annual General Meeting) at the Annual General Meeting, even if the Annual General Meeting is postponed, and at any resumption thereof after any adjournment (see note 5).

My/Our proxy shall vote as follows:

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. If you do not do so, the proxy may vote or abstain at his discretion (see note 6)

| | FOR | AGAINST | ABSTAIN |
|--|-----|---------|---------|
| Ordinary resolution number 1: Acceptance of the Audited Financial Statements | | | |
| Ordinary resolution number 2: Re-election of director – AJ Phillips | | | |
| Ordinary resolution number 3: Re-election of director – NP Dongwana | | | |
| Ordinary resolution number 4: Appointment of auditors | | | |
| Ordinary resolution number 5: Election of TDA Ross as a member of the Audit and Risk Committee | | | |
| Ordinary resolution number 6: Election of NP Dongwana as a member of the Audit and Risk Committee | | | |
| Ordinary resolution number 7: Election of AM Thompson as a member of the Audit and Risk Committee | | | |
| Ordinary resolution number 8: Endorsement of Mpact's remuneration policy | | | |
| Special resolution number 1: General authority to acquire/repurchase shares | | | |
| Special resolution number 2: Approval of non-executive directors' fees | | | |
| Special resolution number 3: Approval of financial assistance | | | |

(Indicate instruction to proxy by way of a cross in the space provided above)

Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Signed _____ this _____ day of _____ 2015

Signature _____

Please read the notes on the reverse side hereof.

Instructions and notes to the Form of Proxy

1. This Form of Proxy will not be effective at the Annual General Meeting unless received at the company's transfer office, Link Market Services South Africa Proprietary Limited, by no later than 13:00 on Friday, 29 May 2015. If a shareholder does not wish to deliver this Form of Proxy to that address, it may also be posted, at the risk of the shareholder, to Link Market Services South Africa Proprietary Limited, PO Box 4844, Johannesburg, 2000.
2. This Form of Proxy is for use by registered shareholders who wish to appoint another person (a proxy) to represent them at the Annual General Meeting. If duly authorised, companies and other corporate bodies who are registered shareholders may appoint a proxy using this Form of Proxy, or may appoint a representative in accordance with paragraph 12 below.

Other shareholders should not use this Form of Proxy. All beneficial shareholders who have dematerialised their shares through a CSDP or broker must provide the CSDP or broker with their voting instruction. Alternatively, if they wish to attend the Annual General Meeting in person, they should request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between the beneficial shareholder and the CSDP or broker.
3. This proxy shall apply to all ordinary shares registered in the name of the shareholder who signs this Form of Proxy at the record date unless a lesser number of shares is inserted.
4. A shareholder may appoint one person of his own choice as his proxy by inserting the name of such proxy in the space provided. Any such proxy need not be a shareholder of the company. If the name of the proxy is not inserted, the Chairman of the Annual General Meeting will be appointed as proxy. If more than one name is inserted, then 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 any persons whose names follow. The proxy appointed in this Form of Proxy may not delegate the authority given to him in this Form of Proxy.
5. Unless revoked, the appointment of a proxy in terms of this Form of Proxy remains valid until the end of the Annual General Meeting, even if the Annual General Meeting or part thereof is postponed or adjourned.
6. If:
 - 6.1 a shareholder does not indicate on this instrument that the proxy is to vote in favour of or against or to abstain from voting or any resolution; or
 - 6.2 the shareholder gives contradictory instructions in relation to any matter; or
 - 6.3 any additional resolution/s which are properly put before the Annual General Meeting; or
 - 6.4 any resolution listed in the Form of Proxy is modified or amended,then the proxy shall be entitled to vote or abstain from voting, as he thinks fit, in relation to that resolution or matter. If however, the shareholder has provided further written instructions which accompany this Form of Proxy and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in paragraphs 6.1 to 6.4, then the proxy shall comply with those instructions.
7. If this Form of Proxy is signed by a person (signatory) on behalf of the shareholder, whether in terms of a power of attorney or otherwise, then this Form of Proxy will not be effective unless:
 - 7.1 it is accompanied by a certified copy of the authority given by the shareholder to the signatory; or
 - 7.2 the company has already received a certified copy of that authority.
8. The Chairman of the Annual General Meeting may, in his discretion, accept or reject any Form of Proxy or other written appointment of a proxy which is received by the Chairman prior to the time when the Annual General Meeting deals with a resolution or matter to which the appointment of the proxy relates, even if that appointment of a proxy has not been completed and/or received in accordance with these instructions. However, the Chairman shall not accept any such appointment of a proxy unless the chairman is satisfied that it reflects the intention of the shareholder appointing the proxy.
9. Any alterations made in this Form of Proxy must be initialled by the authorised signatory/ies.
10. This Form of Proxy is revoked if the shareholder who granted the proxy:
 - 10.1 gives written notice of such revocation to the company, so that it is received by the company before 13:00 on Tuesday, 2 June 2015; or
 - 10.2 subsequently appoints another proxy for the Annual General Meeting; or
 - 10.3 attends the Annual General Meeting himself in person.
11. If duly authorised, companies and other corporate bodies who are shareholders of the company having shares registered in their own names may, instead of completing this Form of Proxy, appoint a representative to represent them and exercise all of their rights at the Annual General Meeting by giving written notice of the appointment of that representative. That notice will not be effective at the Annual General Meeting unless it is accompanied by a duly certified copy of the resolution/s or other authorities in terms of which that representative is appointed and is received at the company's transfer office, Link Market Services South Africa Proprietary Limited, by no later than 13:00 on Friday, 29 May 2015. If a shareholder does not wish to deliver that notice to that address, it may also be posted, at the risk of the shareholder to Link Market Services South Africa Proprietary Limited, PO Box 4844, Johannesburg, 2000.
12. The completion and lodging of this Form of Proxy does not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person to the exclusion of any proxy appointed by the shareholder.
13. The Chairman of the Annual General Meeting may accept or reject any Form of Proxy which is completed and/or received other than in accordance with these instructions, provided that he shall not accept a proxy unless he is satisfied as to the manner in which a shareholder wishes to vote.

Transfer secretaries' office

Link Market Services South Africa Proprietary Limited
13th Floor, Rennie House
19 Ameshoff Street
Braamfontein, 2001
(PO Box 4844, Johannesburg, 2000)