

PROXY FORM

**THE ITALIAN-SOUTH AFRICAN CHAMBER OF TRADE AND INDUSTRIES NPC (REG NO 1984/007816/08)
("ItalCham")**

I.....

Identity Number

of.....

being a member of ItalCham, hereby appoint

Identity Number

of.....

and failing her / him, then

Identity Number

of.....

and failing him/her the Chairperson of the Company as my proxy to vote for me on my behalf at the Annual General Meeting of the Company to be held on **9 June 2022** and at any adjournment thereof as follows :

Proposed resolutions	In favour of	Against	Abstain
Ordinary Resolution 1: Ratify the livestreaming of the AGM to Members			
Ordinary Resolution 2: Adopt AFS			
Ordinary Resolution 3.1: Re-elect G Carnelli			
Ordinary Resolution 3.2: Elect L Vincenti			
Ordinary Resolution 3.3: Elect E B Tonini			
Ordinary Resolution 3.4: Elect M P Baiocco			
Ordinary Resolution 3.5: Elect S De Lucia			
Ordinary Resolution 4: Fix remuneration of auditor			
Ordinary Resolution 5: Confirm auditor's appointment			
Special Resolution 1: Amend Memorandum of Incorporation ("MOI") to amend clause 6.4.3.2 of the MOI			
Special Resolution 2.1: To amend clause 11.2.1.3 of the MOI			
Special Resolution 2.2: To amend clause 11.2.2 of the MOI			
Special Resolution 3: To amend clause 11.5 of the MOI			

Special Resolution 4: To add a new clause 12.5.3 to the MOI			
Special Resolution 5: To amend clause 12.15 of the MOI			
Special Resolution 6: To amend clause 12.16 of the MOI			
Special Resolution 7: To amend clause 12.17 of the MOI			
Special Resolution 8.1: To amend third line of clause 12.21 of the MOI			
Special Resolution 8.2: To amend fourth line of clause 12.21 of the MOI			
Special Resolution 9: To amend clause 17.5 of the MOI			
Special Resolution 10: To insert a new clause 17.6.1 to the MOI			
Special Resolution 11: To amend clause 17.11 of the MOI			
Special Resolution 12.1: To amend the heading to clause 18 of the MOI			
Special Resolution 12.2: By the re-numbering of the second clause 18.4.6 to 18.4.7 and to add a new clause 18.4.8 of the MOI			
Special Resolution 13: To clause 19.5 of the MOI			
Special Resolution 14: To add new clause 19.9 of the MOI			
Special Resolution 15: To re-number clause 30 as clause 32, and to add new clause 30			
Special Resolution 16: To add a new clause numbered 31			
Special Resolution 17: To amend By-Law 1.1.1 of the By Laws of the company			
Special Resolution 18: To amend By-Law 1.2			
Special Resolution 19: To amend By-Law 2.3			
Special Resolution 20: To amend By-Law 2.4			
Special Resolution 21: To amend By-Law 2.5			
Special Resolution 22: To amend By-Law 2.7			
Special Resolution 23.1: To amend first line of By-Law 2.8			

Special Resolution 24.1: To amend second line of By-Law 2.8			
Special Resolution 24.2: To effect a second amendment to the second line of By-Law 2.8			
Special Resolution 25: To amend By-Law 5.1			
Special Resolution 26: To amend By-Law 6.2.1			
Special Resolution 27: To amend By-Law 6.2.2			
Special Resolution 28: To replace the MOI			
Special Resolution 29: To replace the By-Laws			
Ordinary Resolution 6: To authorise the Directors to sign and give effect to the Ordinary Resolutions 1 – 6 and Special Resolutions 1 – 29			

(Please indicate your instruction to the holder of this proxy by way of a cross in each space provided above.)

Unless otherwise instructed, the proxy will vote as she / he thinks fit. This applies also to new business that might be raised at the meeting.

Signed at _____ on this date: _____

MEMBER'S NAME

Note 1:

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his stead. The proxy need not be a member of the Company. A member that is not a natural person, such as a company, close corporation, or a trust, is required to authorise a natural person to attend a meeting on its behalf, or sign a proxy form on its behalf.

Note 2:

The instrument appointing a proxy and the power of attorney (if any) under which it is signed, or a copy thereof, shall be delivered to the Company before the proxy may exercise any of the rights of the member at the meeting (including an adjourned meeting).

Note 3:

Please return your proxy to:

The Secretary General, at ItalCham
 Fax: +27 (0)11 615 0682
 E-mail: info@italcham.co.za

Note 4:

In terms of Section 58 of the Act, a Member is entitled to be represented by proxy. Your rights, as set forth in Section 58 are as follows:

1. A Member may appoint any individual, including an individual who is not a Member, as a proxy to:
 - 1.1 participate in, and speak and vote at, a Members' Meeting on behalf of the Member; or;
 - 1.2 give or withhold written consent on behalf of the Member to a decision to be voted on, otherwise as at a General Meeting of Members, as contemplated in Section 60 of the said Act.
2. A proxy appointment must be in writing, dated and signed by the Member and, it remains valid for:
 - (one) year after the date on which it was signed; or
 - 2.1 any longer or shorter period expressly set out in the proxy form, unless it is revoked by the Member by:
 - 2.2 cancelling it in writing, or making a later inconsistent appointment of a proxy; and

- 2.3 delivering a copy of the revocation instrument to the proxy, and to the Company;
- 2.4 or until it expires on a date earlier than the date of the meeting at which it was intended to be used. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Member, such cancellation to operate as of the later of:
 - 2.5 the date stated in the revocation instrument (if any); or
 - 2.6 the date on which the revocation instrument was delivered to the proxy and to the Company
- 3. A Member may not appoint two or more persons concurrently as proxies, and may not appoint more than one proxy to exercise voting rights attached to different shares held by the Member.
- 4. A proxy may not delegate his authority to act on behalf of the Member to another person.
- 5. A copy of the proxy form must be delivered to the Company within the period, as referred in Note 2 above, before the proxy may exercise any rights of the Member at a General Meeting.
- 6. Irrespective of the form of instrument used to appoint a proxy:
 - 6.1 The appointment is suspended at any time and to the extent that the Member chooses to act directly and in person in the exercising of any rights as a Member;
 - 6.2 The appointment is irrevocable, unless the proxy appointment expressly states otherwise; and
 - 6.3 If the appointment is revocable, the Member may revoke the proxy appointment by –
 - 6.3.1 cancelling it in writing, or making a later appointment of a proxy; and
 - 6.3.2 delivering a copy of the revocation instrument to the proxy, and to the company.
- 7. If the instrument appointing a proxy has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Act or by the Memorandum of Incorporation to be delivered by the Company to the Member, must also be delivered by the Company to:
 - 7.1 the Member; or
 - 7.2 the proxy, if the Member has:
 - 7.2.1 directed the Company to do so, in writing; and
 - 7.2.2 paid any reasonable fee charged by the Company for doing so.
- 8. The proxy is entitled to exercise, or abstain from exercising any voting right of the Member without direction, except to the extent that the Memorandum of Incorporation, or the instrument appointing the proxy, provides otherwise.