

FORM OF PROXY



Rockcastle Global Real Estate Company Limited
 (Incorporated in the Republic of Mauritius)
 (Registration number: 108869 C1/GBL
 ISIN: MU0364N00003
 Primary listing: SEM Secondary listing: JSE
 SEM share code : Rock.N0000 JSE share code : ROC
 ("Rockcastle" or "the company")

For use by the holders of the company's dematerialised shares held through a Central Securities Depository Participant ("CSDP"), broker or the Central Depository and Settlement Company Limited ("CDS") who have selected "own name" registration ("own-name dematerialised shareholders"), at the Annual General Meeting of members of the company to be held at the company's registered office, Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius, on Friday, 31 October 2014 at 10h00 Mauritian time (08h00 South African time), or at any adjournment thereof if required. Additional forms of proxy are available from the company's registered office.

Not for use by dematerialised shareholders who have not selected "own name" registration. Such shareholders must contact their CSDP, CDS or broker timeously if they wish to attend and vote at the Annual General Meeting and request that they be issued with the necessary Letter of Representation to do so, or provide the CSDP, CDS or broker timeously with their voting instructions should they not wish to attend the Annual General Meeting in order for the CSDP, CDS or broker to vote in accordance with their instructions at the Annual General Meeting.

I/We (name/s in block letters) _____
 of (address) _____
 being the holder(s) of shares in the capital of the company do hereby appoint:
 1 _____ or failing him/her,
 2 _____ or failing him/her,
 3 the chairman of the Annual General Meeting

as my/our proxy to act for me/us on my/our behalf at the Annual General Meeting to be held on Friday, 31 October 2014 at 10h00 Mauritian time (08h00 South African time) or any adjournment thereof, which will be held for purposes of considering and, if deemed fit, passing, with or without modification, the ordinary resolutions to be proposed thereat as detailed in the notice of Annual General Meeting; and to vote for and/or against such resolutions and/or to abstain from voting for and/or against the resolutions in respect of the shares registered in my/our name in accordance with the following instructions:

	For	Against	Abstain
Ordinary resolution number 1 (Receiving and adopting the audited company and group financial statements)			
Ordinary resolution number 2.1 (re-election of Mark Olivier as director)			
Ordinary resolution number 2.2 (re-election of Spiro Noussis as director)			
Ordinary resolution number 2.3 (re-election of Andries de Lange as director)			
Ordinary resolution number 2.4 (re-election of Nick Matulovich as director)			
Ordinary resolution number 2.5 (re-election of Rory Kirk as director)			
Ordinary resolution number 2.6 (re-election of Yan Ng as director)			
Ordinary resolution number 2.7 (re-election of Paul Pretorius as director)			
Ordinary resolution number 2.8 (re-election of Andre van der Veer as director)			
Ordinary resolution number 3 (reappointment of auditor)			
Ordinary resolution number 4 (authorising directors to determine auditor's remuneration)			
Ordinary resolution number 5 (approving non-executive directors' fees)			
Ordinary resolution number 6 (control over unissued shares)			
Ordinary resolution number 7 (general authority to issue shares for cash)			
Special resolution number 8 (share repurchases)			

Signed at _____ on _____ 2014

Signature _____

Assisted by (where applicable) _____

(Indicate instructions to proxy in the spaces provided above). Unless otherwise instructed, my proxy may vote as he/she thinks fit. Please read the notes on the reverse side hereof.

FORM OF PROXY (CONTINUED)

Notes to the proxy form:

1. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).
2. Members that are own name dematerialised shareholders entitled to attend and vote at the Annual General Meeting may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space(s) provided, with or without deleting "the chairperson of the Annual General Meeting", but any such deletion must be initialled by the shareholder(s). Such proxy(ies) may participate in, speak and vote at the Annual General Meeting in the place of that shareholder at the Annual General Meeting. The person whose name stands first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow. If no proxy is named on a lodged form of proxy the chairperson shall be deemed to be appointed as the proxy.
3. A member's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the member in the appropriate box(es) provided. Failure to comply with the above will be deemed to authorise the proxy, in the case of any proxy other than the chairperson, to vote or abstain from voting as deemed fit and in the case of the chairperson to vote in favour of the resolution.
4. A member or his/her proxy is not obliged to use all the votes exercisable by the member, but the total of the votes cast or abstained may not exceed the total of the votes exercisable in respect of the shares held by the member.
5. A shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy, and to the company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as at the later of the date stated in the revocation instrument, if any; or the date on which the revocation instrument was delivered in the required manner.
6. A vote given in terms of an instrument of proxy shall be valid in relation to the Annual General Meeting notwithstanding the death of the person granting it or the transfer of the shares in respect of which the vote is given, unless an intimation in writing of such death or transfer is received by the company secretary not less than 48 hours before the commencement of the Annual General Meeting.
7. The chairperson of the Annual General Meeting may reject or accept any form of proxy which is completed and/or received otherwise than in compliance with these notes, provided that, in respect of acceptances, the chairperson is satisfied as to the manner in which the member concerned wishes to vote.
8. The completion and lodging of this form of proxy will not preclude the relevant member from attending the 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.
9. 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 company or the company secretary or waived by the chairperson of the Annual General Meeting.
10. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the company or the company secretary.
11. Where there are joint holders of shares, the vote of the first joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted and only that holder whose name appears first in the register in respect of such shares need to sign this form of proxy.

Forms of proxy must be deposited at, posted, faxed or emailed to:

The Company Secretary
Rockcastle Global Real Estate Company Limited
Level 3, Alexander House
35 Cybercity, Ebene, Mauritius
Tel: (230) 403 0800
Fax: (230) 403 0801
Email: rgrecl@intercontinentaltrust.com

to be received by no later than 10h00 Mauritian time (08h00 South African time) on Thursday, 30 October 2014.