



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

FORM OF PROXY - GENERAL MEETING OF MEMBERS

For use by members of the Company holding dematerialised shares 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 members**”), at the general meeting of the Company to be held on Monday, 13 July 2015 at 10:00 Mauritian time (08:00 South African time) at c/o Intercontinental Trust Ltd, Level 3, Alexander House, 35 Cybercity, Ebene 72201, Mauritius and at any adjournment of the general meeting.

Not for use by dematerialised members who have not selected “own name” registration. Such members must contact their CSDP, CDS or broker timeously if they wish to attend and vote at the general meeting and request that they be issued with the necessary authority or instructions to do so, or provide the CSDP, CDS or broker timeously with their voting instructions should they not wish to attend the general meeting in order for the CSDP, CDS or broker to vote in accordance with their instructions at the general meeting.

I/We (FULL NAMES IN BLOCK LETTERS PLEASE)

of (Address)

being the holder(s) of

Rockcastle shares hereby appoint:

1. _____ or failing him/her
2. _____ or failing him/her
3. the chairperson of the general meeting of Rockcastle members

as my/our proxy to attend and speak and to vote for me/us and on my/our behalf at the general meeting of members to be held on Monday, 13 July 2015 at 10:00 Mauritian time (08:00 South African time) or any adjournment thereof to consider and, if deemed fit to pass, with or without modification, the following special resolution, to be proposed thereat as detailed in the notice of general meeting in the following manner:

	Number of votes		
	*For	*Against	*Abstain
Special resolution number 1 – Approval of the share purchase scheme			

*Mark “For”, “Against” or “Abstain” as required. If no options are marked the proxy will be entitled to vote as he/she thinks fit.

Unless otherwise instructed my proxy may vote or abstain from voting as he/she thinks fit.

Signed this _____ day of _____ 2015

Signature

Assisted by me (where applicable)

(State capacity and full name)

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 members entitled to attend and vote at the 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 chairman of the general meeting", but any such deletion must be initialled by the member(s). Such proxy/ies may participate in, speak and vote at the general meeting in the place of that member at the 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 chairman 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 chairman, to vote or abstain from voting as deemed fit and in the case of the chairman 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 member 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 member 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 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 general meeting.
- 7 The chairman of the 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 chairman 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 chairman of the 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.

The completed forms of proxy must be deposited at, posted, faxed or e-mailed for the attention of:

The Company Secretary
Rockcastle Global Real Estate Company Limited
c/o Intercontinental Trust Ltd, Level 3, Alexander House
35 Cybercity, Ebene 72201, Mauritius
Tel No: (230) 403 0800
Fax No: (230) 403 0801
Email: rgrecl@intercontinentaltrust.com

to be received by not later than 10:00 Mauritian time (and 08:00 South African time) on Thursday, 9 July.