

FORM OF PROXY



eMedia Holdings Limited

(Incorporated in the Republic of South Africa) (Registration number 1968/011249/06)

Ordinary shares (share code: EMH • IZIN: ZAE000208898) N-Ordinary shares (share code: EMN • IZIN:

ZAE000209524) (“eMedia Holdings” or “the company” or “the Group”)

I/We, _____ (name in full)

of address _____

being a registered holder of _____ ordinary shares and _____ N-ordinary shares in the company, hereby appoint

1. _____ or failing him/her

2. _____ or failing him/her

3. _____ or failing him/her

the chairperson of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the general meeting of the company to be held at 10:00 on 6 December 2018 at the offices of HCI, Suite 801, 76 Regent Road, Sea Point, 8005, Cape Town and at any adjournment thereof as follows:

RESOLUTION	DESCRIPTION	FOR	AGAINST	ABSTAIN
SPECIAL RESOLUTIONS				
Special Resolution 1	Shareholders’ general authorization of financial assistance			
ORDINARY RESOLUTIONS				
Ordinary Resolution 1	Directors’ authority to implement company resolutions			

Indicate instructions to proxy by way of a cross (X) in the space provided above (100 votes per ordinary share and one vote per N-ordinary share).

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

Signed this _____ day of _____ 2018.

Signature _____

Assisted by me (where applicable)

NOTES:

1. A form of proxy is only to be completed by those shareholders who are:
 - * holding shares in certificated form; or
 - * recorded in the sub-register in dematerialised electronic form in "own name".
2. If you have already dematerialised your shares through a Central Securities Depository Participant ("CSDP") or broker, other than with "own name" registration, and wish to attend the general meeting, you must request your CSDP or broker to provide you with a letter of representation or you must instruct your CSDP or broker to vote by way of proxy on your behalf in terms of the agreement entered into by yourself and the CSDP or broker.
3. A shareholder entitled to attend and vote at the meeting is entitled to appoint an individual as a proxy, who need not be a shareholder of the company, to attend, participate in and vote at a shareholders' meeting on the shareholder's behalf, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
4. The proxy may delegate his/her authority to act on the shareholder's behalf to another person, subject to any restriction set out in this proxy form.
5. Every person present and entitled to vote at the meeting as a shareholder or as a proxy or as a representative of a body corporate shall, on a show of hands, have one vote only, irrespective of the number of shares such a person holds or represents, but in the event of a poll, a shareholder shall be entitled to that proportion of the total votes in the company which aggregate amount of the nominal value of the shares held by such shareholder bears to the aggregate amount of the nominal value of all shares issued by the company.
6. Please insert the relevant number of shares/votes and indicate with an X in the appropriate spaces on the face thereof, how you wish your votes to be cast. If you return this form duly signed without specific directions, the proxy will vote or abstain from voting at his/her discretion.
7. A deletion of any printed details and the completion of any blank space/s need not be signed or initialled. Any alteration must be initialled.
8. The chairperson of the general meeting shall be entitled to decline to accept the authority of the signatory under a power of attorney, or on behalf of a company, unless the power of attorney or authority is produced.
9. The signatory may insert the name of any person/s that the signatory wishes to appoint as his/her proxy, in the blank space/s provided for that purpose.
10. When there are joint holders of shares and if more than one such joint holder be present or represented, then the person whose name stands first in the register in respect of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.
11. A minor should be assisted by his parents or legal guardian unless the relevant documents establishing his legal capacity are produced.
12. The completion and lodging of this proxy form will not preclude the signatory from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such signatory wish to do so.
13. A shareholder's instructions must be indicated by the insertion of a cross, or where applicable, the relevant number of votes exercisable by the shareholder, in the appropriate box of this proxy form.
14. If the signatory does not indicate how he/she wishes to vote in the appropriate place/s on the face hereof in respect of the resolution, his/her proxy shall be entitled to vote as he/she deems fit in respect of the resolutions.
15. If the shareholding is not indicated on the proxy form, the proxy will be deemed to be authorised to vote the total shareholding.
16. The chairman of the general meeting may reject or accept any proxy form which is completed other than in accordance with these instructions, provided that he is satisfied as to the manner in which a shareholder wishes to vote.
17. The appointment of the proxy or proxies will be suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any of the shareholder's rights as a shareholder at the general meeting.
18. The appointment of your proxy is revocable unless you expressly state otherwise in this proxy form. As the appointment of the proxy is revocable, the 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. Please note the revocation of a proxy appointment constitutes a complete and final cancellation of the shareholder's proxy's authority to act on the shareholder's behalf as of the later of (i) the date stated in the revocation instrument, if any, or (ii) the date on which the revocation instrument was delivered to the company and the proxy as aforesaid.
19. If the proxy form has been delivered to the company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the company's memorandum of incorporation to be delivered by the company to the shareholder will be delivered by the company to the shareholder or the shareholder's proxy or proxies, if the shareholder has directed the company to do so in writing and paid a reasonable fee charged by the company for doing so.
20. The appointment of the proxy remains valid only until the end of the relevant meeting or any adjournment or postponement thereof or for a period of one year, whichever is shortest, unless it is revoked by the shareholder before then on the basis set out above.
21. Forms of proxy must be returned by the shareholders concerned to the registered office of the company or the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) so as to be received, for administrative purposes, by no later than 10h00 on Wednesday, 05 December 2018.