

FORM OF PROXY

CLICKS GROUP LIMITED

Registration No. 1996/000645/06
Share code: CLS • ISIN: ZAE000134854

For use by certificated Clicks Group Limited shareholders and “own name” dematerialised Clicks Group Limited shareholders only (refer to note 6), at the annual general meeting of shareholders of the company to be held on Thursday, 30 January 2020 at 09:30 at the registered office of Clicks Group Limited, corner Searle and Pontac Streets, Cape Town.

I/We (full names – in block letters) _____

of (address) _____

being the registered holder of _____ ordinary shares (see note 1) in Clicks Group Limited hereby appoint:

1 _____ or failing him/her

2 _____ or failing him/her

3 the chairman of the meeting, as my/our proxy to attend, speak and vote either for or against a resolution or to abstain from voting on my/our behalf, as indicated below, at the annual general meeting to be held on Thursday, 30 January 2020 at 09:30 and at any adjournment thereof.

	Number of votes (one vote per ordinary share)		
	Vote for	Vote against	Abstain from voting
1 Ordinary resolution No. 1: adoption of financial statements			
2 Ordinary resolution No. 2: reappointment of auditor			
3 Ordinary resolution No. 3: re-election of Fatima Abrahams as a director			
4 Ordinary resolution No. 4: re-election of Martin Rosen as a director			
5 Ordinary resolution No. 5: election of members of the audit and risk committee (separate voting)			
5.1 John Bester			
5.2 Fatima Daniels			
5.3 Nonkululeko Gobodo			
6 Ordinary resolution No. 6 (non-binding advisory vote): approval of the company's remuneration policy			
7 Ordinary resolution No. 7 (non-binding advisory vote): approval of the company's implementation report			
8 Special resolution No. 1: general authority to repurchase shares			
9 Special resolution No. 2: specific authority to repurchase shares from New Clicks South Africa Proprietary Limited			
10 Special resolution No. 3: approval of directors' fees			
11 Special resolution No. 4: general approval to provide financial assistance			
12 Special resolution No. 5: amendments to the memorandum of incorporation			

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

Signed by me/us this _____ day of _____ (month and year).

Signature/s _____

FORM OF PROXY (CONTINUED)

Notes:

- 1 On a poll a shareholder is entitled to one vote for every share held.
- 2 Any alteration or correction made on this form must be initialled by the signatory/ies.
- 3 To facilitate the administration of the voting process, please lodge this proxy form with the company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196 (PO Box 61051, Marshalltown 2107) or at the registered office of the company, corner Searle and Pontac Streets, Cape Town, before 17:00 on Tuesday, 28 January 2020; or post it to the company secretary at PO Box 5142, Cape Town 8000, to arrive no later than 17:00 on Tuesday, 28 January 2020. Any proxy form not delivered by this time may be handed to the chairman of the annual general meeting prior to the commencement of the annual general meeting.
- 4 A proxy need not be a shareholder of the company.
- 5 If this proxy is signed under power of attorney or on behalf of a company, such authority must accompany it, unless previously registered with the company.
- 6 If you are a dematerialised shareholder and not an own name dematerialised shareholder and you are unable to attend the annual general meeting, you should contact your Central Securities Depository Participant (CSDP) or broker and furnish it with your voting instructions in respect of the annual general meeting in accordance with the mandate agreement between you and the CSDP or broker. You should not complete the attached form of proxy. If your CSDP or broker does not obtain voting instructions from you in respect of the annual general meeting, it will be obliged to act in terms of your mandate agreement with it, or, if your mandate agreement is silent, to abstain from voting. The instruction must be provided within the time period required by your CSDP or broker.