



INTERWASTE HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2006/037223/06)

(JSE share code: IWE)

(ISN: ZAE000097903)

("Interwaste" or "the Company" or "the Group")



NOTICE TO SHAREHOLDERS OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the Company's shareholders will be held in the boardroom of the Company, 2 Brammer Road, Germiston South, Gauteng, South Africa on Thursday, 28 June 2018 at 14h00 for the purpose of considering the following business and, if deemed fit, to pass, with or without modification, the resolutions set out below.

The record date in terms of section 59 of the Companies Act, 2008, ("the Companies Act") for shareholders to be recorded as such in the register maintained by the transfer secretaries of the Company in order to be able to attend, participate and vote at the annual general meeting is Friday, 22 June 2018.

1. Ordinary resolutions

Voting percentage

Each ordinary resolution will be considered by way of a separate vote and in order for each such resolution to be adopted; the support of more than 50% (fifty percent) of the voting rights on the resolution cast by shareholders present or represented by proxy at this meeting is required.

1.1 Acceptance of financial statements

Ordinary resolution 1 is proposed to receive and accept the Group audited financial statements for the year ended 31 December 2017, including the Directors' Report, the Independent Auditor's Report and the Audit and Risk Committee Report thereon. These are available online at www.interwaste.co.za

Ordinary resolution 1

"Resolved that the consolidated audited financial statements for the year ended 31 December 2017, including the Directors' Report, the Independent Auditors' Report and the Audit and Risk Committee Report thereon be and are hereby received and accepted."

1.2 Election and re-election of directors

In terms of clause 34.1 of the Company's Memorandum of Incorporation (Mol), at every AGM at least one-third of the Directors, excluding the Directors appointed in terms of clause 7.2.1 of the Mol, must retire by rotation. The below resolutions are proposed to re-elect various Directors who are required to retire by rotation. All of the retiring Directors are eligible and they have offered themselves for re-election.

Ordinary resolution 2

"Resolved that Ms B Willcocks be and is hereby re-elected as a Non-Executive Director of the Company."

Ordinary resolution 3

"Resolved that Mr D Rosevear be and is hereby re-elected as a Non-Executive Director of the Company."

1.3 Election of Audit and Risk Committee

Ordinary resolutions 4 to 7 are proposed to elect an Audit and Risk Committee in terms of section 94(2) of the Companies Act, 71 of 2008 (as amended) (the Companies Act) and the King Report on Corporate Governance for South Africa (King IV).

The board is satisfied that the proposed members of the Audit and Risk Committee meet the requirements of section 94(4) of the Companies Act, that they are independent according to King IV and that they possess the required qualifications and experience as prescribed in Regulation 42 of the Companies Act Regulations, 2011 Brief biographical notes of each member standing for election are set out on pages 22 to 23 of this document.

Ordinary resolution 4

"Resolved that Mr L Mahlangu be and is hereby re-elected as a member and chair of the Audit and Risk Committee to hold office until the next AGM."

Ordinary resolution 5

“Resolved that Mr F Mojono be and is hereby re-elected as a member of the Audit and Risk Committee to hold office until the next AGM.”

Ordinary resolution 6

“Resolved that Mr C Boles be and is hereby re-elected as a member of the Audit and Risk Committee to hold office until the next AGM.”

Ordinary resolution 7

“Resolved that Mr D Rosevear be and is hereby re-elected as a member of the Audit and Risk Committee to hold office until the next AGM.”

1.4 Appointment of external auditor

Ordinary resolution 8 is proposed to approve the appointment of Deloitte & Touche as the External Auditor of the Company for the financial year ending 31 December 2018, in accordance with section 90(1) of the Companies Act, and to remain in office until the conclusion of the next AGM, and to authorise the Audit and Risk Committee to determine its remuneration.

Mr David Uys will be the individual Registered Auditor who will undertake the audit for the financial year ending 31 December 2018.

The Audit and Risk Committee and the Board are satisfied that Deloitte & Touche meets the provisions of the Companies Act.

Ordinary resolution 8

“Resolved that Deloitte & Touche be appointed as the External Auditor of the Company for the financial year ending 31 December 2018 and to remain in office until the conclusion of the next AGM, and that its remuneration for the financial year ending 31 December 2018 be determined by the Audit and Risk Committee.”

1.5 Non-binding advisory vote on remuneration policy

The purpose of ordinary resolution 9 is to endorse, by way of a non-binding advisory vote, the remuneration policy of the Company. The remuneration committee prepared and the board considered and accepted the remuneration policy as set out on pages 49 to 50 of the Integrated Report and shareholders are required to vote on it.

Should we receive 25% or more dissenting votes at the AGM, a programme will be actioned to engage with the shareholders to further understand their concerns and action plans developed accordingly to mitigate these if applicable.

Ordinary resolution 9

“Resolved that the Company’s remuneration policy, as set out in the remuneration report on pages 49 to 50 of the Integrated Report, be and is hereby endorsed by way of a non-binding advisory vote.”

1.6 Non-binding advisory vote on company’s implementation report

The purpose of ordinary resolution 10 is to endorse, by way of a non-binding advisory vote, the implementation report of the company. The remuneration committee prepared and the board considered and accepted the implementation policy as set out on pages 50 to 51 of the Integrated Report and shareholders are required to vote on it.

Should we receive 25% or more dissenting votes at the AGM, a programme will be actioned to engage with the shareholders to further understand their concerns and action plans developed accordingly to mitigate these if applicable.

Ordinary resolution 10

“Resolved that the Company’s implementation report, as set out in the remuneration report on page 50 of the Integrated Report, be and is hereby endorsed by way of a non-binding advisory vote.”

2. Special resolutions

Voting percentage

Each of special resolutions 1 to 3 will be considered by way of a separate vote and in order for each such resolution to be adopted; the support of at least 75% (seventy-five percent) of the voting rights on the resolution cast by shareholders present or represented by proxy at this meeting is required.



2.1 To approve the Non-Executive Directors' fees

Section 66(8) (read with section 66(9)) of the Companies Act provides that, to the extent permitted in the Mol, the Company may pay remuneration to its Directors for their services as Directors provided that such remuneration may only be paid in accordance with a special resolution approved by shareholders within the previous two years. Clause 36.1 of the Mol does not limit, restrict or qualify the power of the Company to pay remuneration to its Directors for their service. The Remuneration Committee requested a third party service provider to survey and recommend market related fees based on size and complexity of the Company and has considered the remuneration proposed for Non-Executive Directors and the Board has accepted the recommendations of the Remuneration Committee, based on the market related fees proposed.

Special resolution 1

"Resolved that the fees payable to the Non-Executive Directors for their services to the Board and committees of the Board be revised by a separate vote in respect of each item, with effect from 1 June 2018 as follows:

	2018		2017
	Chair	NED	NED
Board meetings	27 700	19 400	17 000
Audit and Risk Committee	18 400	12 900	11 000
NOMCO/REMCO/TSEC	9 200	6 400	5 700
AGM	13 800	9 700	8 000
Adhoc meetings	16 100	11 300	9 000

2.2 Loans or other financial assistance to related or inter-related companies or corporations

Section 45 of the Companies Act provides, among other things, that, except to the extent that the Mol of a company provides otherwise, the board may authorise the Company to provide direct or indirect financial assistance (which includes lending money, guaranteeing a loan or other obligation and securing any debt or obligation) to a related or inter-related company or corporation, including a subsidiary of the company incorporated in or outside of the Republic of South Africa, provided that such authorisation shall be made pursuant to a special resolution of the shareholders adopted within the previous two years, which approved such assistance either for the specific recipient or generally for a category of potential recipients and the specific recipient falls within that category.

Special resolution 2

"Resolved that the Directors of the Company be and are hereby authorised, in accordance with section 45 of the Companies Act, to authorise the Company to provide direct or indirect financial assistance to any company or corporation, including a subsidiary of the Company incorporated in or outside of the Republic of South Africa, which is related or inter-related to the Company."

2.3 General authority to acquire the company's own shares

Special resolution 3 is proposed to authorise the acquisition by the Company, and any subsidiary of the Company, of up to 5% of the ordinary shares issued by the Company.

The board's intention is for the shareholders to pass a special resolution granting the Company and its subsidiaries a general authority to acquire ordinary shares issued by the Company in order to enable the Company and its subsidiaries, subject to the requirements of the Companies Act, the Listings Requirements of the JSE and the Company's Mol, to acquire ordinary shares issued by the company, should the board consider that it would be in the interest of the Company and/or its subsidiaries to acquire ordinary shares issued by the Company while the general authority subsists.

Special resolution 3

"Resolved that, as a general authority contemplated in the Act, the repurchase from time to time, either by the Company itself or by its subsidiaries, of the Company's issued shares, upon such terms and conditions and in such amounts as the Directors of the Company may decide, subject to the provisions of the Companies Act and the Listings Requirements, be approved. It being recorded that in terms of the Listings Requirements, general repurchases of the Company's shares can only be made subject to the following terms and conditions:

- (a) that the Company and its subsidiaries are authorised by their MOI to repurchase such shares;

- (b) that the repurchase of shares be effected through the order book operated by the JSE trading system and be done without any prior understanding or arrangement between the Company and the counterparty;
- (c) that the general authority be valid only until the next annual general meeting or for 15 months from the date of the approval of this special resolution, whichever is the earlier date;
- (d) that an announcement be published giving such details as may be required in terms of the Listings Requirements when the Company has cumulatively repurchased 3% of the initial number (the number of that class of share in issue at the time that the general authority is granted) of the relevant class of shares and for each three percent in aggregate of the initial number of that class acquired thereafter;
- (e) that at any one time the Company may only appoint one agent to effect any repurchase on the Company's behalf;
- (f) that the repurchase of shares shall not, in the aggregate, in any one financial year, exceed 20% of the Company's issued share capital as at the date of passing this resolution, or 10% of the Company's issued share capital in the case of an acquisition of shares in the Company by the subsidiaries of the Company;
- (g) that the repurchase of shares may not be made at a price greater than 10% above the weighted average traded price of the shares as determined over the five business days immediately preceding the date on which the transaction is effected;
- (h) that the repurchase of shares may not be made by the Company and/or its subsidiaries during a prohibited period as defined by the Listings Requirements of the JSE unless a repurchase programme is in place where the dates and quantities of securities to be traded during the relevant period are fixed and full details of the programme have been disclosed in an announcement on SENS prior to the commencement of the prohibited period; and
- (i) that the Board of Directors passes a resolution authorising the repurchase and that the Company passes the solvency and liquidity tests set out in section 4 of the Companies Act and that since the tests were done there have been no material changes to the financial position of the Group."

DISCLOSURES IN REGARD TO OTHER LISTING REQUIREMENTS OF THE JSE APPLYING TO SPECIAL RESOLUTION 3

The Listings Requirements of the JSE prescribe certain disclosures, which are disclosed in the consolidated and annual financial statements and the Integrated Report.

MAJOR SHAREHOLDERS

Details of major shareholders of the Company are set out on page 125 of the Integrated Report.

MATERIAL CHANGE

There has been no material change in the financial or trading position of the Company and its subsidiaries since the date of publication of the Company's annual results on 19 March 2018.

SHARE CAPITAL OF THE COMPANY

Details of the share capital of the Company are set out on page 125 of the Integrated Report.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make the statement false or misleading.

VOTING AND ATTENDANCE

On a show of hands every shareholder present in person or by proxy and if a member is a body corporate, its representative, shall have one vote and on a poll, every shareholder present in person or by proxy and if the person is a body corporate, its representative, shall have one vote for every share held or represented by him/her. Each shareholder is entitled to appoint one or more proxies to attend, speak and on a poll, to vote in his/her stead. A proxy need not to be a shareholder of the Company. Before any person may attend or participate in the Annual General Meeting, that person must present reasonably satisfactory identification, and the person presiding at the meeting must be reasonably satisfied that the right of that person to participate and vote, either as shareholder or as proxy for a shareholder, has been reasonably verified.

ACTION REQUIRED BY CERTIFICATED SHAREHOLDERS AND OWN-NAME DEMATERIALIZED SHAREHOLDERS

A form of proxy is attached for the convenience of certificated shareholders and own-name dematerialised shareholders who are unable to attend the Annual General Meeting, but who wish to be represented thereat. In order to ensure validity, duly completed forms of proxy must be returned to the transfer secretaries, so as to reach them by no later than 48 hours before the time of the Annual General Meeting or they may be handed to the Chairperson of the Annual General Meeting at any time prior to the commencement of voting on the ordinary and special resolutions tabled at the Annual General Meeting.



ACTION REQUIRED BY DEMATERIALIZED SHAREHOLDERS OTHER THAN THOSE WITH OWN-NAME REGISTRATION

The CSDP or broker, as the case may be, of dematerialised shareholders, other than those with own-name registration, should contact such dematerialised shareholders to ascertain how they wish their votes to be cast at the annual general meeting and thereafter cast their votes in accordance with their instructions. If such dematerialised shareholders have not been contacted, it is recommended that they contact their CSDP or broker, as the case may be, to advise them as to how they wish their vote to be cast. Dematerialised shareholders, other than those with own-name registration, who wish to attend the annual general meeting, must request a Letter of Representation from their CSDP or broker, as the case may be, but must not complete the attached form of proxy.

ELECTRONIC PARTICIPATION

In terms of section 61(10) of the Companies Act, every shareholders' meeting of a public company must be reasonably accessible within South Africa for electronic participation by shareholders. Shareholders wishing to participate electronically in the Annual General Meeting are required to deliver written notice to the Company at either of the following addresses:

Physical address:

Computershare Investor Services (Pty) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196

Postal address:

PO Box 61051, Marshalltown, 2107

Fax Number:

+27 11 688 5238

by no later than 14h00 on Thursday, 14 June 2018 advising that they wish to participate via electronic communication in the Annual General Meeting (the "Electronic Notice"). In order for the Electronic Notice to be valid it must contain the following information:

- a) if the shareholder is an individual, a certified copy of his identity document and/or passport;
- b) if the shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution. The relevant resolution must set out who from the relevant entity is authorised to represent the relevant entity at the general meeting via electronic communication;
- c) a valid e-mail address and/or facsimile number (the "Contact Address/Number"); and
- d) if the shareholder wishes to vote via electronic communication, set out that the shareholder wishes to vote via electronic communication.

By no later than 48 hours before the time of the Annual General Meeting, the Company shall use its reasonable endeavours to notify a shareholder, at its contact address/number, who has delivered a valid Electronic Notice, of the relevant means through which the shareholder can participate in the annual general meeting via electronic communication.

SALIENT DATES

Record date to receive notice this notice of Annual General Meeting	Friday, 18 May 2018
Last day to trade to be eligible to vote at the Annual General Meeting	Tuesday, 19 June 2018
Record date for determining those shareholders entitled to vote at the Annual General Meeting	Friday, 22 June 2018

BY ORDER OF THE BOARD

Amanda Fairley CA (SA)
Company Secretary
19 April 2018

DIRECTORATE AND ADMINISTRATION

DIRECTORS

Executive Directors

WAH Willcocks – Chief Executive Officer
LG Grobbelaar – Group Facilities Management Director
R Lumb – Chief Financial Officer

Independent Non-Executive Chairperson

PF Mojono

Independent Non-Executive Directors

L Mahlangu
D Rosevear
C Boles

Non-Executive Director

BL Willcocks

COMPANY SECRETARY

AC Fairley
2 Brammer Road, Industries East, Germiston South
Telephone: 011-323 7300

REGISTERED OFFICE

2 Brammer Road, Industries East, Germiston South
PO Box 382, Germiston, 1400

COMPANY REGISTRATION NUMBER

2006/037223/06

AUDITORS

Deloitte and Touche
Deloitte Place, The Woodlands, 20 Woodlands Drive, Woodmead, Sandton
Private Bag X6, Gallo Manor, 2052

TRANSFER SECRETARIES

Computershare Investor Services (Pty) Limited
Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196
PO Box 24, Newtown, 2113

BANKERS

ABSA Bank Limited
Pallazo Towers West, Monte Casino Boulevard
Fourways, 2055
PO Box 782991, Sandton, 2146

ATTORNEYS

Fluxmans Inc.
11 Bierman Avenue, Rosebank, 2196
Private Bag X41, Saxonwold, 2196

SPONSOR

Grindrod Bank, 4th Floor, Grindrod Tower
8A Protea Place, Sandton, 2196
PO Box 78011, Sandton, 2196



FORM OF PROXY

INTERWASTE HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2006/037223/06)

(JSE code: IWE)

(ISN: ZAE000097903)

("the Company")



FORM OF PROXY

FOR USE BY CERTIFICATED SHAREHOLDERS AND SHAREHOLDERS WHO HAVE DEMATERIALISED THEIR SHARE CERTIFICATES AND HAVE ELECTED "OWN NAME" REGISTRATION THROUGH A CENTRAL SECURITIES DEPOSITORY PARTICIPANT ("CSDP") OR BROKER, AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD AT 14H00 ON THURSDAY, 28 JUNE 2018.

If you are a shareholder and have dematerialised your share certificate through a CSDP or broker, and have not selected own name registration in the sub-register maintained by a CSDP, you must not complete this form of proxy but must instruct your CSDP or broker to issue you with the necessary Letter of Representation to attend the Annual General Meeting, or if you do not wish to attend, you may provide your CSDP or broker with your voting instructions in terms of the custody agreement entered into with your CSDP or broker.

I/We (Name in full in block letters)

of (Address in block letters)

With the following telephone numbers:

Work Telephone Number:

Home Telephone number:

Cellular Telephone Number:

being a member/members of Interwaste Holdings Limited and entitled to

votes, hereby appoint

1. or failing him/her

2. or failing him/her

the chairman of the meeting

as my/our proxy to act for me/us at the annual general meeting, to be held at Interwaste Holdings Limited, 2 Brammer Road, Germiston South, Gauteng, South Africa on Wednesday, 28 June 2018 at 14H00 and at any adjournment thereof, as follows:

	Number of Interwaste Shares		
	In favour	Against	Abstain
1. Adoption of annual financial statements			
2. Re-election of Mrs BL Willcocks			
3. Re-election of Mr DK Rosevear			
4. Appointment of Mr L Mahlangu as the chair of the Audit and Risk Committee			
5. Appointment of Mr PF Mojono to the Audit and Risk Committee			
6. Appointment of Mr CA Boles to the Audit and Risk Committee			
7. Appointment of Mr DK Rosevear to the Audit and Risk Committee			
8. Re-appointment of Deloitte and Touche as the Company's Independent Auditors and Mr D Uys as the registered auditor			
9. Approval of the remuneration policy of the Company			
10. Approval of the Implementation report of the Company			
Special Resolutions			
1. Approval of Non-Executive Directors' fees for the ensuing year			
2. Authorisation to provide financial assistance			
3. Authorisation to repurchase shares			

Signed at

on

2018

Member

Please read the instructions on the following page of this form of proxy.

Form of proxy – Instructions

1. On a poll a shareholder is entitled to one vote for each share held.
2. Forms of proxy must be lodged at, posted to or faxed to Computershare Investor Services (Pty) Limited (“Computershare”), 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107, Fax +27 11 688 5238), to reach Computershare by no later than 14H00 on Friday, 22 June 2018 or they may be handed to the chairperson of the annual general meeting at any time prior to the commencement of voting on the ordinary and special resolutions tabled at the annual general meeting.
3. The form of proxy must be delivered as per paragraph 2 above, before the proxy exercises any rights of the shareholder at the general meeting.
4. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder’s choice in the space/s provided, with or without deleting the words “the chairman of the annual general meeting”. Any such deletion must be individually initialled by the shareholder, failing which they will not have been validly affected. The person present at the Annual General Meeting whose name appears first on the form of proxy and has not been deleted shall be entitled to act as proxy to the exclusion of the persons whose names follow.
5. Any alterations or corrections to this form of proxy have to be initialled by the relevant signatory(ies).
6. Each shareholder is entitled, at any time, to appoint one or more proxies (who need not be a shareholder(s) of the Company) to attend, speak and vote (either on a poll or by show of hands) in place of that shareholder at the annual general meeting.
7. Voting instructions for each of the resolutions must be completed by filling in the number of votes (one per ordinary share) under the “In Favour”, “Against” or “Abstain” headings on the form of proxy. If no instructions are filled in on the form of proxy, the chairman of the annual general meeting, if the chairman is the authorised proxy, or any other proxy shall be authorised to vote in favour of, against or abstain from voting as he/she deems fit.
8. A shareholder or his/her proxy is entitled but not obliged to vote in respect of all the ordinary shares held by the shareholder. The total number of votes for or against the ordinary and special resolutions and in respect of which any abstention is recorded may not exceed the total number of shares held by the shareholder.
9. The appointment of a proxy is suspended at any time, to the extent that the shareholder concerned chooses to act directly and in person in the exercise of any rights as a shareholder. The appointment is revocable by the shareholder cancelling it in writing, or making a later inconsistent appointment, and 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 of the later of the date stated in the revocation instrument or the date on which the revocation instrument is delivered to the proxy and the Company.
10. Documentary evidence establishing the authority of a person signing this form must be attached to this form of proxy unless previously recorded by the transfer secretaries of the Company or waived by the chairman of the annual general meeting.
11. This form of proxy is to be completed only by those shareholders who either still hold shares in a certificated form, or whose shares are recorded in their “own name” in electronic form in the sub-register.
12. Shareholders whose dematerialised shares are held in the name of a nominee and wish to attend the annual general meeting must contact their Central Securities Depository Participant (“CSDP”) or broker who will furnish them with the necessary letter of representation to attend the annual general meeting. Alternatively, they have to instruct their CSDP or broker as to how they wish to vote. This has to be done in terms of the agreement between the shareholder and the CSDP or the broker.
13. Shareholders who wish to attend and vote at the meeting must ensure that their letters of representation from their CSDP or broker reach the transfer secretaries not later than 14H00 on Friday, 22 June 2018.
14. The completion and lodging of this form of proxy does not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person to the exclusion of any proxy appointed by the shareholder.
15. If the instrument appointing a proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that must be delivered by the Company to the shareholder must be delivered to the shareholder or the proxy/proxies (if the shareholder has directed the Company to do so in writing and has paid any reasonable fee charged by the Company for doing so).
16. The chairman of the annual general meeting may accept or reject any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he shall not accept a proxy unless he is satisfied as to the manner in which a shareholder wishes to vote.
17. Subject to revocation by the shareholder, the proxy appointment remains valid only until the end of the meeting at which it is intended to be used.

Transfer secretaries’ office

Computershare Investor Services (Pty) Limited
Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196
(PO Box 61051, Marshalltown, 2107)



SUMMARY OF THE RIGHTS ESTABLISHED IN TERMS OF SECTION 58 OF THE ACT AS REQUIRED BY SECTION 58(8)(B)

For purposes of this summary, "shareholder" shall have the meaning ascribed thereto in the Companies Act.

1. At any time, a shareholder of a company is entitled to appoint any individual, including an individual who is not a shareholder of that company, as a proxy, to participate in, and speak and vote at, a shareholders meeting on behalf of the shareholder, or give or withhold written consent on behalf of such shareholder in relation to a decision contemplated in section 60 of the Act.
2. A proxy appointment must be in writing, dated and signed by the relevant shareholder, and such proxy appointment remains valid for one year after the date upon which the proxy was signed, or any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in section 58(4)(c) of the Companies Act or expires earlier as contemplated in section 58(8)(d) of the Companies Act.
3. Except to the extent that the Memorandum of Incorporation of a company provides otherwise:
 - 3.1. a shareholder of the relevant company may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by such shareholder;
 - 3.2. a proxy may delegate his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
 - 3.3. a copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the relevant company, before the proxy exercises any rights of the shareholder at a shareholders meeting.
4. Irrespective of the form of instrument used to appoint a proxy, the appointment of the proxy is suspended at any time and to the extent that the shareholder who appointed that proxy chooses to act directly and in person in the exercise of any rights as a shareholder of the relevant company.
5. Unless the proxy appointment expressly states otherwise, the appointment of a proxy is revocable. If the appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and the company.
6. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the relevant shareholder as of the later of the date: (a) stated in the revocation instrument, if any; or (b) upon which the revocation instrument is delivered to the proxy and the relevant company as required in section 58(4)(c)(iii) of the Act.
7. If the instrument appointing a proxy or proxies has been delivered to the relevant company, as long as that appointment remains in effect, any notice that is required by the Act or the relevant company's Memorandum of Incorporation to be delivered by such company to the shareholder, must be delivered by such company to the shareholder, or to the proxy or proxies, if the shareholder has directed the relevant company to do so in writing and paid any reasonable fee charged by the company for doing so.
8. A proxy is entitled to exercise, or abstain from exercising, any voting right of the relevant shareholder without direction, except to the extent that the Memorandum of Incorporation, or the instrument appointing the proxy provides otherwise.
9. If a company issues an invitation to shareholders to appoint one or more persons named by such company as a proxy, or supplies a form of instrument for appointing a proxy:
 - 9.1. such invitation must be sent to every shareholder who is entitled to notice of the meeting at which the proxy is intended to be exercised;
 - 9.2. the invitation, or form of instrument supplied by the relevant company, must: (a) bear a reasonably prominent summary of the rights established in section 58 of the Act; (b) contain adequate blank space, immediately preceding the name or names of any person or persons named in it, to enable a shareholder to write in the name and, if so desired, an alternative name of a proxy chosen by such shareholder; and (c) provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour or against the applicable resolution/s to be put at the relevant meeting, or is to abstain from voting;
 - 9.3. the company must not require that the proxy appointment be made irrevocable; and
 - 9.4. the proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Act.