

Form of Proxy for Annual General Meeting

Comair Limited
 Registration number 1967/006783/06
 Incorporated in the Republic of South Africa
 ISIN Code: ZAE000029823 Share Code: COM
 ("Comair" or "the Company")

The form of proxy is only to be completed by those shareholders who:

- hold ordinary shares of the Company in certificated form; or
- are recorded on the electronic sub-register in "own name" dematerialised form.

Shareholders who have dematerialised their shares through a Central Securities Depository Participant ("CSDP") or broker and wish to attend the Annual General Meeting, must instruct their CSDP or broker to provide them with a Letter of Representation, or they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement/mandate entered into between them and the CSDP or broker.

Shareholders are requested to lodge their forms of proxy or to post same to the Company's Transfer Secretaries to be received not later than 48 hours (excluding Saturdays, Sundays and public holidays) before the time appointed for the holding of the Annual General Meeting, being Thursday, 10 November 2016 at 12h00. Nevertheless, forms of proxy may be lodged at any time prior to the commencement of voting on the resolutions at the Annual General Meeting. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the Annual General Meeting.

I/We (BLOCK LETTERS) _____

of (address) _____

Telephone: (Work) (area code) _____ Telephone: (Home) (area code) _____

being a holder of _____ certificated shares and/or "own-name" dematerialised shares of the Company and entitled to _____ votes, hereby appoint (see Note 1):

(Please print)

1. _____ or failing him/her
2. _____ or failing him/her
3. the Chairman of the Annual General Meeting

as my/our proxy to vote for me/us at the Annual General Meeting which will be held for the purpose of considering, and, if deemed fit, passing, with or without modifications, the resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote for/or against the resolutions and/or abstain from voting in respect of the shares in the issued share capital of the Company registered in my/our name/s (see note 2) as follows:

		Number of votes		
		For	Against	Abstain
Ordinary Resolutions 1 to 4				
1	Consideration of the Annual Financial Statements			
2	Re-appointment of External Auditors.			
3	To re-elect the following Directors:			
3.1	KI Mampeule			
3.2	WD Stander			
3.3	MN Louw			
3.4	N Li			
3.5	C Luo			
3.6	P Mahanyele			
3.7	N Maharajh			
4	To elect the following Directors to the Audit Committee			
4.1	N Maharajh			
4.2	WD Stander			
4.3	KI Mampeule			
4.4	PJ Welgemoed			
4.5	GJ Halliday			
Non-binding Endorsement				
5.	Non-binding Endorsement of Company's Remuneration Policy			
Special Resolutions 1 to 6				
6.	Approval of Non-Executive Directors' Remuneration 2015/2016			
7.	Approval of Non-Executive Directors' Remuneration 2016/2017			
8.	General Authority to repurchase shares			
9.	General Authority to provide financial assistance to related and inter-related companies and corporations			
10.	Amendment to Company MOI to provide for rounding down of fractional entitlements of shares to nearest whole numbers and cash payments of fractions			
11.	Amendment to Company MOI to provide for written resolutions of shareholders			
Ordinary Resolution 5				
12.	Authorisation for Company Secretary or any other Director to sign necessary documents to give effect to resolutions			

and generally to act as my/our proxy at the said Annual General Meeting.

(Please indicate with an "X" whichever is applicable. If no direction is given, the proxy holder will be entitled to vote or abstain from voting as the proxy holder deems fit.)

Signed at _____ on this _____ day of _____ 2016

Signature/s
 assisted by me (where applicable)

Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder/s of the Company) to attend, speak and vote in place of that shareholder at the Annual General Meeting.

Please read the notes on the reverse side hereof

Notes to the Form of Proxy

1. A certificated shareholder or "own-name" dematerialised shareholder may insert the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the Chairman of the Annual General Meeting". The person whose name appears first on the form of proxy and whose name has not been deleted will be entitled and authorised to act as proxy to the exclusion of those whose names follow.
2. A shareholder's instructions to the proxy must be indicated by the insertion of an "X" in the appropriate box provided. Failure to comply herewith will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. Where the proxy is the Chairman, such failure shall be deemed to authorise the Chairman to vote in favour of the resolutions to be considered at the Annual General Meeting in respect of all the shareholder's votes exercisable thereat.
3. The completion and lodging of this form will not preclude the relevant shareholders from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so. Forms of proxy should be lodged with or posted to the Company's Transfer Secretaries to be received not later than 48 hours before the Annual General Meeting, being Thursday, 10 November 2016 at 12h00. Nevertheless, forms of proxy may be lodged at any time prior to the commencement of voting on the resolutions at the Annual General Meeting. Any forms of proxy not received by this time must be handed to the Chairperson of the meeting immediately prior to the Annual General Meeting.
4. 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 notes and instructions, provided that the Chairman is satisfied as to the manner in which the shareholder wishes to vote.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative or other legal capacity such as a power of attorney or other written authority must be attached to this form unless previously recorded by the Transfer Secretaries of the Company or waived by the Chairman of the Annual General Meeting.
6. The Chairman shall be entitled to decline to accept the authority of a person signing the proxy form:
 - (a) under a power of attorney
 - (b) on behalf of a Companyunless that person's power of attorney or authority is deposited with the Transfer Secretaries of the Company as set out in Note 3 not less than 48 hours before the holding of the Annual General Meeting.
7. An instrument of proxy shall be valid for any adjournment or postponement of the Annual General Meeting, unless the contrary is stated therein, but shall not be used at the resumption of an adjourned Annual General Meeting if it could not have been used at the Annual General Meeting from which it was adjourned for any reason other than that it was not lodged timeously for the meeting from which the adjournment took place.
8. A vote cast or act done in accordance with the terms of a form of proxy shall be deemed to be valid notwithstanding
 - (a) the previous death, insanity or any other legal disability of the person appointing the proxy; or
 - (b) the revocation of the proxy; or
 - (c) the transfer of a share in respect of which the proxy was given,unless notice as to any of the above-mentioned matters shall have been received by the Company care of its Transfer Secretaries as set out in Note 3 or by the Chairman of the Annual General Meeting if not held at the principal place of business of the Company, before the commencement or resumption (if adjourned) of the Annual General Meeting at which the vote was cast or the act was done or before the poll on which the vote was cast.
9. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing her/her legal capacity are produced or have been registered by the Company's Transfer Secretaries.
10. Where shares are held jointly, all joint holders are required to sign the form of proxy.
11. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.