

Comair Limited

COMAIR LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1967/006783/06)

Share code: COM ISIN: ZAE000029823

("Comair" or "the Company")

Form of Proxy – For use by Certificated and Dematerialised Own-Name Shareholders Only

The definitions and interpretations commencing on page 3 of the Circular to which this form of proxy is attached, apply mutatis mutandis to this form of proxy.

For use at the General Meeting of Shareholders of the Company, to be held at 14:00 on Tuesday, 28 November 2017 at Comair's Operations Building, corner Fortress and Whirlwind Roads, Rhodfield, South Africa.

I/We (Full names in BLOCK LETTERS please)

of (address)

Telephone number (____)

Cellphone number

Email address

being the registered holder(s) of:

Shares hereby appoint:

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

as my/our proxy to vote for me/us on my/our behalf at the General Meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment thereof and to vote for and/or against the said resolutions and/or to abstain from voting in respect of the Shares of the Company registered in my/our name(s), in accordance with the following instructions (see notes):

	Number of Shares		
	For	Against	Abstain
Special Resolution Number 1 Amendment of MOI			
Ordinary Resolution Number 1 Authority of Directors			

Please indicate your voting instruction by way of inserting the number of Shares or by a cross in the space provided should you wish to vote all of your Shares.

Signed at _____ on _____ 2017

Signature

Assisted by me (where applicable) (State capacity and full name)

Each Shareholder is entitled to appoint one or more proxy(ies), who need not be a Shareholder(s) of the Company, to attend, speak and, vote in his stead at the General Meeting.

Notes:

1. A Comair 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 Chairman of the General Meeting", but any such deletion must be initialled by the Shareholder. The person whose name stands first on the form of proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
 2. A Shareholder is entitled to one vote on a show of hands and on a poll one vote in respect of each Share held. A resolution put to the vote shall be decided by a show of hands unless before, or on the declaration of the results of the show of hands, a poll shall be demanded by the Chairman of the General Meeting or any person entitled to vote at the General Meeting.
 3. A Shareholder's instructions to the proxy(ies) must be indicated by the insertion of the relevant number of Shares to be voted on behalf of that Shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the chairman of the General Meeting, if he/she is the authorised proxy, to vote in favour of the resolutions at the General Meeting, or any other proxy to vote or to abstain from voting at the General Meeting, as he/she deems fit, in respect of all the Shares concerned. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by the Shareholder or his/her proxy, but the total of the votes cast and in respect whereof abstentions are recorded may not exceed the total of the votes exercisable by the Shareholder or his/her proxy.
 4. When there are joint registered holders of any Shares, any one of such persons may vote at the General Meeting in respect of such Shares as if he/she was solely entitled thereto, but, if more than one of such joint holders be present or represented at any meeting, that one of the said persons 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. Several executors or administrators of a deceased shareholder, in whose name any Shares stand, shall be deemed joint holders thereof.
 5. Forms of proxy must be completed and returned to be received by 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 by not later than 14h00 on Friday, 24 November 2017 alternatively, such form of proxy may be handed to the Chairman of the General Meeting prior to the exercise of the voting rights in terms thereof in respect of the resolution in question.
 6. Any alteration or correction made to this form of proxy must be initialled by the signatory (ies).
 7. 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 transfer secretaries or waived by the Chairman of the General Meeting.
 8. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to.
- 9. Summary of rights contained in section 58 of the Companies Act**
- In terms of section 58 of the Companies Act:
 - a Shareholder may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual, including an individual who is not a Shareholder, as a proxy to participate in, and speak and vote at, a shareholders meeting on behalf of such Shareholder;
 - a proxy may delegate her or his authority to act on behalf of a Shareholder to another person, subject to any restriction set out in the instrument appointing such proxy;
 - irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant Shareholder chooses to act directly and in person in the exercise of any of such Shareholder's rights as a Shareholder;
 - any appointment by a Shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
 - if an appointment of a proxy is revocable, a 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; and
 - a proxy appointed by a Shareholder is entitled to exercise, or abstain from exercising, any voting right of such Shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise.