



## FORM OF PROXY

### The SPAR Group Ltd

Registration number: 1967/001572/06

JSE code: SPP

ISIN: ZAE000058517

(SPAR or the Company)

For use by certificated and own name dematerialised SPAR shareholders (shareholders) at the AGM of the Company to be held via electronic communication and in the Company's boardroom, 22 Chancery Lane, Pinetown, Durban, South Africa on Wednesday, 21 February 2024 at 09:00 (South African Standard Time) for the purpose of conducting the following items of business:

I/We \_\_\_\_\_

of (address) \_\_\_\_\_

being the holder/s of \_\_\_\_\_ shares, appoint (see note 1)

1. \_\_\_\_\_ or failing him/her/it;

2. \_\_\_\_\_ or failing him/her/it;

3. the chairman of the AGM

as my/our proxy to act for me/us on my/our behalf at the AGM, which will be held for the purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name/s, in accordance with the following instructions:

		Insert an 'X' or the number of shares with which you wish to vote		
		For	Against	Abstain
<b>Ordinary business</b>				
<b>1.</b>	<b>Confirmation of directors appointed since the last AGM</b>			
1.1	Shirley Zinn as independent non-executive director			
1.2	Pedro da Silva as independent non-executive director			
1.3	Trudi Makhaya as independent non-executive director			
1.4	Angelo Swartz as executive director			
1.5	Megan Pydigadu as executive director			
1.6	Marie Jamieson as independent non-executive director			
1.7	Liesbeth Botha as independent non-executive director			
<b>2.</b>	<b>Re-election of directors retiring by rotation</b>			
2.1	Lwazi Koyana			
2.2	Sundeeep Naran			
<b>3.</b>	<b>Re-election of independent external auditor</b>			
3.1	PricewaterhouseCoopers Inc. as external auditor			
3.2	Thomas Howatt, as designated audit partner			
<b>4.</b>	<b>Election of members of the Audit Committee</b>			
4.1	Lwazi Koyana (subject to passing of resolution 2.1)			
4.2	Sundeeep Naran (subject to passing of resolution 2.2)			
4.3	Pedro da Silva (subject to passing of resolution 1.2)			



			Insert an 'X' or the number of shares with which you wish to vote		
			For	Against	Abstain
5.	Authority to issue shares for the purpose of the CSP				
6.	Non-binding advisory vote on the remuneration policy				
7.	Non-binding advisory vote on the remuneration implementation report				
<b>Special business</b>					
1.	Financial Assistance to related and inter-related companies				
2.	Non-executive directors' fees				

Signed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_

Signature \_\_\_\_\_

## Notes to the form of proxy

Although voting will be permitted by way of electronic communication, shareholders are encouraged to make use of proxies for purposes of voting at the AGM.

Completed forms of proxy must be received at the office of the Company's transfer secretaries, JSE Investor Services (Pty) Ltd, P.O. Box 4844, Johannesburg, 2000, or meetfax@jseinvestorservices.co.za, by no later than 09:00 (South African Standard Time) on Monday, 19 February 2024. Thereafter, a shareholder or his proxy must deliver the form of proxy to the chairman of the AGM before the appointed proxy may exercise any rights of the shareholder at the AGM.

- A member's instructions to the proxy must be indicated in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the AGM as he/she deems fit. A member may instruct the proxy to vote less than the total number of shares held by inserting the relevant number of shares in the appropriate box provided. A member who fails to do so will be deemed to have authorised the proxy to vote or abstain from voting, as the case may be, in respect of all the member's votes exercisable at the AGM.
- Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy unless previously recorded by the Company's share registrar or waived by the chairman of the AGM.
- Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
- A minor must be assisted by the minor's parent or guardian unless the relevant documents establishing the minor's legal capacity are produced or have been registered by the company's transfer secretaries.
- The chairman of the AGM may accept any form of proxy that is completed other than in accordance with these notes if the chairman of the AGM is satisfied as to the manner in which the member wishes to vote.