

**PHUMELELA GAMING AND LEISURE LIMITED (IN BUSINESS RESCUE)
REGISTRATION NUMBER: 1997/016610/06**

FORM OF PROXY

For use by the creditors at a meeting convened in terms of Section 151 of the Companies Act 71 of 2008 to be held electronically via Zoom Webinar on **Tuesday, 1 September 2020 at 11am** (“the meeting”) or at any subsequent adjournment of the meeting.

I/We _____ being a secured/preferent/concurrent creditor of the Company for the sum of R_____ (_____ Rand) do hereby appoint (see note 1)

1. _____ ; or failing him/her
2. _____ ; or failing him/her
3. the Chairman of the meeting;

as my/our proxy to act for me/us and on my/our behalf at the meeting which will be held for the purpose of considering and, if deemed fit, voting: (indicate with an X)

To direct the practitioner to adjourn the meeting in order to revise the plan for further consideration:

In Favour _____ Against _____

Approval of the proposed Business Rescue Plan, with or without amendment:

In Favour _____ Against _____

SIGNED at _____ on this _____ day of _____ 2020.

SIGNATURE

Assisted by me (where applicable)

NOTES

1. A creditor may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space provided, with or without deleting “the Chairman of the meeting”. The person whose name stands first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. The form of proxy must either be:
 - 2.1. Delivered and lodged at **RS Advisors, Second Floor, Building 13, The Woodlands, Woodmead Drive, Sandton** to be received by not later than 17:00 on the day prior to the meeting; or
 - 2.2. emailed to johnevans@rsadvisors.co.za by not later than 1 minute before the meeting is due to commence (commencement time is 11h00).
3. The completion and lodging of this form of proxy will not preclude the relevant creditor from attending the meeting and speaking and voting in person thereat to the exclusion of the proxy appointed in terms thereof, should such creditor wish to do so.

Legal Advisors

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ATTORNEYS

AGENDA FOR THE MEETING

THE AGENDA FOR THE MEETING IS AS FOLLOWS:-

1. To introduce this Business Rescue Plan for consideration by the Creditors;
2. To inform the meeting whether the BRP continues to believe that there is a reasonable prospect of the Company being rescued;
3. Provide an opportunity to any representatives of the employees to address the meeting;
4. Invite discussion, and entertain and conduct a vote, on any motion to:-
 - 4.1. amend the proposed plan, in any manner moved and seconded by holders of Creditors' voting interests, and satisfactory to the Business Rescue Practitioner;
 - 4.2. direct the Business Rescue Practitioner to adjourn the meeting to revise the plan for further consideration;
5. Unless adjourned, call for a vote for preliminary approval, by Creditors, of the proposed plan, as published or if applicable as amended at the meeting.