

Form of proxy

Nampak Ltd

(Incorporated in the Republic of South Africa)
 (Registration number: 1968/008070/06)
 (Share code: NPK ISIN: ZAE000071676)
 ("Nampak" or "the company")



FORM OF PROXY FOR USE BY CERTIFICATED SHAREHOLDERS AND "OWN NAME" DEMATERIALIZED SHAREHOLDERS ONLY – 49th ANNUAL GENERAL MEETING

For use only:

- by holders of certificated shares of the company; and
- holders of dematerialised shares in the company held through a Central Securities Depository Participant (CSDP) or broker and who have selected "own name" registration;

at the annual general meeting of the company to be held in The Forum at The Campus, Wanderers Building, 57 Sloane Street, Bryanston, 2021, South Africa on Wednesday, 1 February 2017 at 12.00 or at any adjournment thereof (the annual general meeting).

If you are a Nampak shareholder entitled to attend and vote at the annual general meeting you can appoint a proxy to attend, vote and speak in your stead. A proxy need not be a Nampak shareholder.

If you are a Nampak shareholder and have dematerialised your share certificate through a CSDP (and have **not** selected "own name" registration in the sub-register maintained by a CSDP), **do not** complete this form of proxy but instruct your CSDP to issue you with the necessary letter of representation to attend the annual general meeting, or if you do not wish to attend, provide your CSDP with your voting instructions in terms of your custody agreement entered into with them.

I/We

(Full names in BLOCK LETTERS please)

of (address)

telephone (work)

(home)

being the holder(s) of

ordinary shares in the company, hereby appoint (see note 2):

1. _____ or failing him/her

2. _____ or failing him/her

3. the chairman of the company, or failing him the chairman of the annual general meeting, as my/our proxy to attend, speak, and on a poll to vote or abstain from voting on my/our behalf at the annual general meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions to be proposed thereat and at any adjournment thereof.

INSERT AN 'X' OR THE NUMBER OF ORDINARY SHARES HELD IN THE COMPANY (see note 2)

Proposed resolutions	For	Against	Abstain
1. To re-elect RC Andersen			
2. To re-elect PM Madi			
3. To re-elect NV Lila			
4. To re-elect PM Surgey			
5. To appoint the external auditors			
6. To appoint RC Andersen a member of the audit committee			
7. To appoint NV Lila a member of the audit committee			
8. To appoint IN Mkhari a member of the audit committee			
9. To confirm the group's remuneration policy			
10. Special resolution number 1: to approve the fees payable to the non-executive directors			
11. Special resolution number 2: to authorise the directors of the company to acquire or purchase shares issued by the company on the JSE Limited			
12. Special resolution number 3: to authorise the directors of the company to provide financial assistance to related or inter-related companies or corporations			

Note: Please indicate with an "X" in the relevant spaces above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the company, insert the number of shares held in respect of which you wish to vote (see note 2).

Signed at _____ on _____ 2016/2017

Signature _____

Notes to form of proxy

1. A shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder of the company) to attend, speak and vote or abstain from voting in the place of that shareholder at the annual general meeting.
2. A shareholder may therefore insert the name of a proxy of the shareholder's choice in the space provided, with or without deleting the words "the chairman of the company or failing him the chairman of the annual general meeting". The person whose name appears first on this form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
3. A shareholder's instructions to the proxy must be indicated by the insertion of an "X" in the appropriate box. Failure to comply with the above will be deemed to authorise the chairman of the company or failing him the chairman of the annual general meeting, if the chairman is the authorised proxy, to vote in favour of the ordinary and the special resolutions at the annual general meeting, or any other proxy to vote or abstain from voting at the annual general meeting as he/she deems fit, in respect of the shareholder's total holding.
4. The completion and lodging of this form of proxy will not preclude a shareholder 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.
5. In case of joint shareholders, the vote of the most senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholders, for which purpose seniority will be determined by the order in which the names appear on the company's register of shareholders in respect of the joint holding.
6. If a shareholder does not indicate on this form of proxy that his/her proxy is to vote in favour of or against any ordinary resolution or special resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the annual general meeting be proposed, the proxy shall be entitled to vote as he/she thinks fit.
7. The chairman of the annual general meeting may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes.
8. 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 company's share registrar or waived by the chairman of the annual general meeting.
9. Any alteration or correction to this form of proxy must be initialled by the signatory/ies, other than the deletion of alternatives.
10. Forms of proxy must be lodged with or posted to the company, c/o Computershare Investor Services (Pty) Ltd, Rosebank Towers, 15 Bierman Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107, South Africa), to be received by no later than 12:00 on Monday, 30 January 2017.