



FORM OF PROXY

Oceans Hotel Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2016/210810/06)
("Oceans")

For use ONLY by certificated shareholders and own-name dematerialised shareholders at the annual general meeting of Oceans shareholders to be held at Conference Hall Radisson Blu Umhlanga and video conference on Monday, 26 May 2025 at 10:00 or such later time that may be applicable ("the annual general meeting" or "AGM").

Dematerialised shareholders, other than with own-name registration, must NOT complete this form of proxy and must provide their Central Securities Depository Participant (CSDP) or broker with their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP or broker.

I/We (Please print name in full)

of (address)

being the registered holder/s of ordinary shares in Oceans, hereby appoint (refer note 1):

1. or failing him/her,

2. or failing him/her,

3. the chairman of the annual general meeting, as my/our proxy to attend, speak and vote 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 resolutions to be proposed thereat and at any adjournment thereof and to vote for or against the resolutions or to abstain from voting in respect of the shares in the issued capital of Oceans registered in my/our name/s, in accordance with the following instruction (refer to note 2):

	In favour	Against	Own discretion	Abstain
Ordinary resolution number 1: To appoint Mrs kelebokile Ruth Shoko as a director of the company.				
Ordinary resolution number 2: To re-elect Mr Robert Edward Alexander who retires by rotation and is eligible and available for re-election.				
Ordinary resolution number 3: To re-elect Dr Theresa Mokgokong who retires by rotation and is eligible and available for re-election				
Ordinary resolution number 4: To re-elect Professor Dulipkumar Itcharam Garach as a member and chairman of the group audit and risk committee members				
Ordinary resolution number 5: To re-elect Dr Anna Theresa Mokgokong as a member of the group audit and risk committee members				
Ordinary resolution number 6: To re-elect Dr Ahmed Vally Mahomed as a member of the group audit and risk committee members				
Ordinary resolution number 7: To re-elect Dr Anna Theresa Mokgokong as a member and chairman of the group social and ethics committee				
Ordinary resolution number 8: To re-elect Mr Vivian Reddy as a member of the group social and ethics committee				
Ordinary resolution number 9: To re-elect Dr Ahmed Vally Mahomed as a member of the group social and ethics committee				
Ordinary resolution number 10: To reappoint Arvind Magan and Associates Incorporated' as independent auditors of the company and the group and to note Mr Arvind Magan as the designated audit partner until the next annual general meeting				

FORM OF PROXY (CONTINUED)

	In favour	Against	Own discretion	Abstain
Ordinary Resolution 11: To endorse, through non-binding advisory votes, the company's remuneration policy and its implementation, as set out in the remuneration report contained in the integrated annual report				
Non-binding advisory vote 11.1: To approve the company's remuneration policy				
Non-binding advisory vote 11.2: To approve the company's remuneration implementation report				
Ordinary resolution number 12: To place the authorised but unissued shares under the directors' control				
Ordinary resolution number 13: General authority to issue shares, and to sell treasury shares for cash				
Special Resolution 1: To approve the remuneration to be paid to the non-executive directors for the period 1 January 2025 until 31 December 2025				
Special Resolution 2: To provide general authority to acquire ("repurchase") shares.				
Special Resolution 3: To authorise financial assistance to related and inter-related companies				
Ordinary resolution number 14: To authorise directors and/or the company secretary to implement the resolutions set out in the notice convening the annual general meeting				
Insert an "X" in the appropriate spaces above according to how you wish your votes to be cast. If no indication is given, the proxy may vote or abstain as he/she sees fit. If you wish to cast your votes in respect of a lesser number of shares than you own in Oceans, insert the number of shares held in respect of which you desire to vote (refer to note 2).				

Signed at _____ on _____ 2025

Signature

Any Oceans shareholder entitled to attend and vote at the annual general meeting and at any adjournment thereafter may appoint one or more proxies to attend, speak and to vote in place of such Oceans shareholder. A proxy so appointed need not be a Oceans shareholder.

Please read the notes overleaf.

Any Oceans shareholder entitled to attend and vote at the annual general meeting and at any adjournment thereafter may appoint one or more proxies to attend, speak and to vote in place of such Oceans shareholder. A proxy so appointed need not be a Oceans shareholder.

Please read the notes overleaf.

NOTES TO THE FORM OF PROXY

In accordance with section 58 of the Companies Act, 71 of 2008

1. An Oceans shareholder may insert the name of a proxy or the names of two alternative proxies of the Oceans shareholder's choice in the space/s provided, with or without deleting "the chairman of the annual general meeting", but any such deletion must be initialled by the Oceans shareholder concerned. The person whose name appears first on the 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.
2. Please insert an "X" in the relevant spaces 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 Oceans, insert the number of ordinary shares held in respect of which you desire to vote. Failure to comply with the above 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. A Oceans shareholder or his/her proxy is not obliged to use all the votes exercisable by the Oceans shareholder or by his/her proxy, but the total of the votes cast and in respect whereof abstentions recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
3. The date must be filled in on this form of proxy when it is signed.
4. The completion and lodging of this form of proxy will not preclude the relevant Oceans shareholder from attending the annual general meeting and speaking and voting in person threat to the exclusion of any proxy appointed in terms hereof. Where there are joint holders of shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
5. 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 of Oceans or waived by the chairman of the annual general meeting of Oceans shareholders.
6. Any alterations or corrections made to this form of proxy must be initiated by the signatory/(ies).
7. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of Oceans.
8. Completed forms of proxy and the authority (if any) under which they are signed must be lodged with or posted to and received by the transfer secretaries, Shareholders or their duly authorised proxies who wish to participate in the AGM must be returned to the company secretary, Joel Naidoo by email to joel@motif.co.za, or delivered in person at the AGM to Joel Naidoo or the chairman prior to the proxy exercising the rights of the appointing shareholder at the AGM, by Thursday, 29 May 2025 at 13:00, being no later than 48 (forty-eight) hours before the annual general meeting to be held at 10:00 on Friday, 30 May 2025, provided that should the transfer secretaries or the company secretary receive a Oceans shareholder's form of proxy less than 48 (forty-eight) hours before the annual general meeting, such Oceans shareholder will also be required to furnish a copy of such form of proxy to the chairman of the AGM before the appointed proxy exercises any of such Oceans shareholder's rights at the AGM (or any adjournment of the general meeting).
9. Documentary evidence of all meeting participants, including proxies, must be attached to this proxy, unless previously recorded by the company secretary. CSDPs or brokers registered, voting on behalf or at the instruction of the form beneficial owners of shares registered, are requested that they identify the beneficial owners in the register on whose behalf they are voting and return a copy of the instruction of such owner to the company secretary or to the Transfer Secretaries, Motif Capital Partners (Pty) Limited.
10. The chairman of the annual general meeting may accept or reject any form of proxy, in her/his absolute discretion, if it is completed other than in accordance with these notes.
11. If required, additional forms of proxy are available from the transfer secretaries of Oceans.
12. Dematerialised shareholders, other than with own-name registration, must NOT complete this form of proxy and must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between such shareholders.
13. The directors have not made any provision for the electronic participation at the AGM.