

SOUTHERN AFRICAN MUSIC RIGHTS ORGANISATION NPC

(Registration No. 1961/002506/08)

(“SAMRO” or “the Company”)

PROXY FORM

For completion by members unable to attend the Annual General Meeting of the members of SAMRO to be held on Friday 25 November 2016, at 10h00, at SAMRO Place, Ground Floor Auditorium, 20 De Korte Street, Braamfontein, Johannesburg (the “AGM”).

I/We _____ (Name in Block Letters)

of _____ (Address in Block Letters)

being a member of SAMRO:

do hereby appoint _____ of _____

or, failing him/her, _____ of _____

or, failing him/her, Ms Sibongile Khumalo (Chairman of the Board), failing which, Mr Ngomusa (Abe) Sibiyi (Acting Chief Executive), as my/our proxy to attend, speak, and, on a poll, vote on my/our behalf at the AGM, and at any adjournment thereof, and to vote or abstain from voting as follows on the resolutions to be proposed at such meeting:

| Ordinary Resolutions: | | For | Against | Abstain |
|-----------------------|--|------------|----------------|----------------|
| 1 | Approval of the integrated report for the financial period ending 30 June 2016. | | | |
| | | For | Against | Abstain |
| 5.1.1 | To approve the Non-Executive Directors remuneration as set out in the Notice of the AGM. | | | |
| 5.1.2 | To authorise the reappointment of PricewaterhouseCoopers Inc. as the auditors of SAMRO and its subsidiaries until the conclusion of the next Annual General Meeting. | | | |
| 5.1.3 | Election of Directors – | For | Against | Abstain |
| 5.1.3.1 | To elect TWO Publisher members as Directors of the Board: | | | |
| | To elect Ms Relebogile Mabotja (Lebotja Media (Pty) Ltd) as a Publisher Director of the Board and/or | | | |
| | To elect Mr Rowlin Naicker (Sony Music Entertainment (SA) (Pty) Ltd as a Publisher Director of the Board, and/or | | | |
| | To elect Mr David Alexander (Sheer Publishing (Pty) Ltd) as a Publisher Director of the Board and/or | | | |
| | To elect Mr Geoff Paynter (Geoff Paynter Music Publishing cc) as a Publisher Director of the Board. | | | |
| 5.1.3.2 | To elect TWO Composer members as Directors of the Board. | | | |
| | Re-elect Mr John Edmond as a Composer member of the Board and/or | | | |
| | Re-elect Mr Siphon Mabuse as a Composer member of the Board and/or | | | |
| | To elect Mr Alistair Coakley as a Composer member of the Board. | | | |
| | | For | Against | Abstain |
| 5.1.4 | To approve the amendments to the SAMRO Performing Rights Royalty Distribution Rules. | | | |
| 5.1.5.1 | To approve, in principle, SAMRO’s cessation of operations in respect of Needletime rights. | | | |
| 5.1.5.2 | To authorise the Chief Executive Officer of SAMRO, or any executive director of the Board of Directors to sign the amendment of the POSA Trust Deed. | | | |

| | | | | |
|-----------------------------|--|------------|----------------|----------------|
| 5.1.6 | To approve, in principle, SAMRO's cessation of operations in respect of Mechanical rights. | | | |
| Special Resolutions: | | For | Against | Abstain |
| 5.2.1 | To approve the following amendments to the Memorandum of Incorporation: | | | |
| 5.2.1.1 | General Amendment to the MoI – To change the category termed "Candidate Member" to "Ordinary Member" | | | |
| 5.2.1.2 | To amend Clause 30.3 which allows all elected members of SAMRO to participate in Grant of Rights payments as approved by the Board. | | | |
| 5.2.1.3 | To add Clause 37 making provision for SAMRO's intention to adhere to the requirements of the Protection of Personal Information Act No.4 of 2013 | | | |

Please indicate with an 'X' in the appropriate spaces above how you wish all your votes to be cast or specify the number of votes you wish to cast in the appropriate spaces. The total votes cast on a resolution may not exceed the total votes the member is entitled to cast.

A member entitled to attend and vote at the abovementioned AGM is entitled to appoint a proxy or proxies to attend, speak and, on a poll, vote in his/her stead. A proxy need not be a member of SAMRO.

Every person present and entitled to vote at the AGM as a member shall on a show of hands have one vote only.

Signed at _____ on _____ 2016.

Signature _____ Name _____

(who warrants his/her authority to do so)

Note: Proxy forms must be forwarded to reach the registered office of SAMRO by no later than **10:00 on 24th November 2016**, or the reconvening of an adjourned AGM. In accordance with section 63(1) of the Companies Act, please note that all members of SAMRO participating in the AGM, and/or their duly appointed proxies, must provide satisfactory identification to SAMRO upon arrival 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 SAMRO (notarially certified copies of powers of attorney or other authorities are acceptable).

SUMMARY OF RIGHTS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

In terms of section 58 of the Companies Act (*references to shareholders replaced with members*):

- a member of a company 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 member) as a proxy to participate in, and speak and vote at, a members' meeting on behalf of such member;
- a proxy may delegate her or his authority to act on behalf of a member 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 member chooses to act directly and in person in the exercise of any of such member's rights as a member;
- any appointment by a member 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 member 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 relevant company;
- a proxy appointed by a member is entitled to exercise, or abstain from exercising, any voting right of such member without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise; and
- if the instrument appointing a proxy or proxies has been delivered by a member to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act or such company's memorandum of incorporation to be delivered to a member must be delivered by such company to:
 - the relevant member; or
 - the proxy or proxies, if the relevant member has: (i) directed such company to do so, in writing and (ii) paid any reasonable fee charged by such company for doing so.

SAMRO Place, 20 De Korte Street, Braamfontein, Johannesburg 2001
P O Box 31609, Braamfontein, 2017

Please ensure that your completed and **signed** proxy form reaches SAMRO offices by 10:00 on the 24th November 2016. The form can be faxed to **086 683 6908** or emailed to secretary@samro.org.za.