

# FORM OF PROXY



**TRUSTCO GROUP HOLDINGS LTD**  
Registration number 2003/058

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

being member/s of Trustco Group Holdings Limited and holding shares entitling me/us to  votes (1 vote per share) do hereby appoint:

\_\_\_\_\_ of \_\_\_\_\_ or failing him/her,  
 \_\_\_\_\_ of \_\_\_\_\_ or failing him/her,  
 \_\_\_\_\_ of \_\_\_\_\_ or failing him/her,

the chairman of the meeting as my proxy to vote for me/us on my/our behalf at the annual general meeting to be held at 3rd floor, boardroom, Trustco House, 2 Keller Street, Windhoek on 26 September 2012, or any adjournment thereof.

Mark with an X whichever is appropriate. Unless otherwise directed, the proxy will vote or abstain as he/she deems fit in respect of the member's total holdings. A member entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak, and on a poll, vote in his/her stead. A proxy need not to be a member of the Company. Kindly complete and return the form to the Transfer Secretaries, PO Box 2401, Windhoek by 12:00 on 24 September 2012 or Computershare Investor Services Ground Floor, 70 Marshall Street, Johannesburg, 2001. South African Shareholders must kindly complete and return the form to the Transfer Secretary, Computershare Investor Services Ground Floor, 70 Marshall Street, Johannesburg, 2001 by 17:00 on Friday, 21 September 2012.

| I/We desire to vote as follows:   | For | Against | Abstain |
|---|-----|---------|---------|
| <b>Ordinary resolution number 1</b><br>Adoption of the annual financial statements for the year-ended 31 March 2012   |     |         |         |
| <b>Ordinary resolution number 2</b><br>Approval of the remuneration of the non-executive directors for the year-end 31 March 2012                           |     |         |         |
| <b>Ordinary resolution number 3</b><br>To re-appoint Advocate R Heathcote as director   |     |         |         |
| <b>Ordinary resolution number 4</b><br>To re-appoint Mr W Geysler as director   |     |         |         |
| <b>Ordinary resolution number 5</b><br>To appoint Mr R Taljaard as director   |     |         |         |
| <b>Ordinary resolution number 6</b><br>To re-appoint BDO – Namibia and BDO – South Africa as external auditors  |     |         |         |
| <b>Ordinary resolution number 7</b><br>To approve the dividends paid by the Company as declared by the directors for the financial year ended 31 March 2012 |     |         |         |
| <b>Ordinary resolution number 8</b><br>To approve by way of a non-binding advisory vote, the remuneration philosophy of the Company                         |     |         |         |
| <b>Special resolution number 1</b><br>General authority to issue shares for cash  |     |         |         |
| <b>Special resolution number 2</b><br>General authority to repurchase shares  |     |         |         |

Signed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Address: \_\_\_\_\_ Signature \_\_\_\_\_

## Proxies

Any Trustco shareholders entitled to vote at the general meeting may appoint a proxy or proxies to attend, speak and vote in his/her stead. A proxy need not be a shareholder of Trustco.