

SOUTHERN AFRICAN MUSIC RIGHTS ORGANISATION NPC
 (Registration number 1961/002506/08)
 ("the Organisation" or "SAMRO")

FORM OF PROXY

TO BE COMPLETED BY MEMBERS

For completion by Members of SAMRO unable to attend the **Adjourned Annual General Meeting ("AGM") of the Organisation to be held on Thursday, 26 March 2026 at 10h00**, which will be conducted both **in person at SAMRO House, 20 De Korte Street, Braamfontein, Johannesburg, and electronically via Zoom**.

I, the undersigned,

Full Name of Member: _____

Identity / Registration Number: _____

Email Address: _____

Telephone Number: _____

being a Member of SAMRO and entitled to vote, hereby appoint:

1. _____
 (Full Name of Proxy)
 or failing him/her,

2. _____
 (Full Name of Alternate Proxy)

or, failing him/her, **Mr Sisa Mayekiso** (Interim Chair of the Board), failing which, **Ms Annabell Lebethe** (CEO), as my/our proxy to attend, participate in, speak and vote on my/our behalf (including on a show of hands or on a poll) at the abovementioned annual general meeting of members or at any adjournment thereof, and to vote or abstain from voting as follows on the ordinary and special resolutions to be proposed at such meeting:

ORDINARY AND SPECIAL RESOLUTIONS:		FOR	AGAINST	ABSTAIN
ORDINARY RESOLUTION 1: APPOINTMENT OF EXTERNAL AUDITORS				
	<i>"RESOLVED that SNG Grant Thornton be and is hereby appointed as independent external auditors of the Organisation, with the designated auditor being, Jonathan Jansen".</i>			
ORDINARY RESOLUTION 2: SIGNING AUTHORITY				
	<i>"RESOLVED that, any director of the Organisation or the Company Secretary be and is hereby authorised to do all such things, sign all such documents and take all such actions as may be necessary for or incidental to the implementation of the special and ordinary resolutions as set out in this notice of the annual general meeting."</i>			

Please indicate with a mark in the appropriate spaces provided above how you wish your vote to be cast. If no voting instruction is indicated above, the proxy shall be entitled to vote or abstain from voting as he/she considers appropriate.

Please ensure that this proxy form is fully completed, dated and signed. Incomplete or unsigned proxy forms may be declared invalid at the discretion of the Chair of the meeting.

Signed atthis day of2026.

Signature

Assisted by me, where applicable (name and signature)

NOTES

1. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space. The person whose name stands first on the form of proxy and who is present at the annual general meeting of members will be entitled to act to the exclusion of those whose names follow. Should this space be left blank, the proxy will be exercised by the Chair of the meeting.
2. On a show of hands, a Performing Rights Member of SAMRO who is present in person shall have one (1) vote, and a proxy, irrespective of the number of members he or she represents, shall also have one (1) vote. The Chair shall declare the outcome of the resolution based on the show of hands as either carried, carried unanimously, carried by a particular majority, or not carried, which declaration shall be recorded in the minutes and shall serve as conclusive evidence of the result, unless a poll is duly demanded.
3. Completed proxy forms must be delivered electronically to the Company Secretary at secretary@samro.org.za no later than 24 March 2026 at 10h00, being 48 (forty-eight) hours before the time appointed for the commencement of the meeting.
4. Nothing in this notice shall preclude a Member from submitting a proxy instrument at any time before the proxy exercises any rights of the Member at the meeting, as contemplated in section 58(3)(c) of the Companies Act, 71 of 2008.
5. The completion and submission of this form of proxy shall not preclude the Member from attending and voting in person at the meeting, in which event any proxy appointment previously submitted shall be deemed to be revoked.
6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity or other legal capacity must be attached to this form of proxy, unless previously recorded by the company secretary or waived by the Chair of the annual general meeting.
7. In terms of section 63(1) of the Companies Act, any person attending or participating in the meeting as a Member, proxy or representative must present reasonably satisfactory identification and the Chair must be reasonably satisfied that the right of that person to participate and vote has been verified.
8. Where a Member is a juristic person, the person signing this proxy form must be duly authorised to do so and reasonably satisfactory proof of such authority must accompany the proxy form, unless such authority has previously been recorded by the Organisation or waived by the Chair of the meeting.
9. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
10. Where more than one proxy form is received from the same Member in respect of the same voting rights, the proxy form bearing the latest date shall be regarded as the valid proxy appointment. If proxy forms bear the same date, the proxy form received last by the Organisation shall be regarded as the valid proxy appointment, as determined by the Chair of the meeting.
11. Proxy holders must attend the AGM. Forms of absent proxy holders will not be considered.