Form of proxy

Motus Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2017/451730/06)
ISIN: ZAE000261913
JSE share code: MTH
(Motus, or the company or the Group)

Form of proxy for the 4th annual general meeting (AGM) to be held on Wednesday, 2 November 2022 at 08:30 (CAT) in respect of the AGM of shareholders to be held at 224 Garstfontein Road, Menlyn, 0181 Pretoria, Gauteng and through electronic participation or at any other adjourned or postponed time determined in accordance with the provisions of section 64(4) or section 64(10) (as read with section 64(11)(a)(i)) of the Companies Act as amended from time to time.

To be completed by certified ordinary shareholders and dematerialised shareholders with "own name" registrations only.

A shareholder entitled to attend and vote at the AGM, and is also entitled, at any time, to appoint one or more proxies (who need not be shareholders of the company) to attend, speak and vote in his/her stead.

Dematerialised ordinary shareholders who do not have own-name registration who wish to attend or send a proxy to represent them at the AGM must inform their central securities depository participant (CSDP) or broker of their intention to attend or be represented at the AGM and request their CSDP or broker to issue them with the relevant letter of representation to attend or be represented at the AGM and vote. If they do not wish to attend or be represented at the AGM, they must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. In the absence of such instructions, the CSDP or broker or proxy holder will be entitled to vote in accordance with the instructions contained in the custody agreement mandate between them and their CSDP or broker or as they deem fit. These shareholders must not use this form of proxy.

I/We (please print name in full):	
of address	
Telephone number	Cellphone number
Being an ordinary shareholder(s) of the company holding	ordinary shares in the company do hereby appoint
1	or failing him/her
2	or failing him/her

		Number of votes (one per share) For	Against	Abstain
1.	**Ordinary resolution 1 – Election of retiring non-executive directors** Ordinary resolution 1.1: To elect Mr. S Mayet, who is retiring by rotation in accordance with clause 23.3.2 of the company's Memorandum of Incorporation (MOI), as an independent non-executive director of the company as contemplated in section 68(2)(a) of the Companies Act.			
	Ordinary resolution 1.2: To elect Mr. MJN Njeke, who is retiring by rotation in accordance with clause 23.3.2 of the company's MOI, as an independent non-executive director of the company as contemplated in section 68(2)(a) of the Companies Act.			
2.	**Ordinary resolution 2 – Election of the members of the Audit and Risk Committee** To re-elect by way of separate divisible resolutions the following independent non-executive directors as the Audit and Risk Committee members.			
	Ordinary resolution 2.1 – Mr. S Mayet (subject to being appointed in accordance with resolution 1.1 above)			
	Ordinary resolution 2.2 – Ms. NB Duker			
	Ordinary resolution 2.3 – Ms. F Roji			
3.	**Ordinary resolution 3 – Re-appointment of external auditor:** To re-appoint Deloitte & Touche as independent external auditor of the company for the ensuing year (the designated auditor being Ms. Shelly Nelson).			
4.	**Ordinary resolution 4 – Appointment of external auditor – mandatory rotation:** To appoint PricewaterhouseCoopers Inc., as the Group's external auditors, with Mr. Thomas Howatt as designated audit partner, for the financial year ending 30 June 2024, replacing Deloitte & Touche after the 30 June 2023 financial year.			
5.	**Ordinary resolution 5 – Authority to issue ordinary shares:** To approve that the authorised but unissued ordinary shares be and are hereby placed under the control of the directors by way of a general authority, that shall remain valid until the next AGM and the directors authorised, to allot and issue those shares at their discretion.			
6.	**Ordinary resolution 6 – Authority to issue shares for cash:** To consider and approve that the directors of the company be and are hereby authorised by way of a general authority, to allot and issue any of the company's unissued shares placed under their control for cash, as they in their discretion may deem fit, without restriction, subject to the provisions of the JSE Listings Requirements.			

Form of proxy (continued)

		Number of votes (one per share) For	Against	Abstain
7.	**Ordinary resolution 7 – Confirmation of the Group's remuneration policy:** To endorse, by way of a non-binding advisory vote, the Group's remuneration policy (excluding the remuneration of the non-executive directors for their services as directors and members of committees).			
8.	**Ordinary resolution 8 – Confirmation of the Group's remuneration implementation report:** To endorse, by way of a non-binding advisory vote, the company and Group's remuneration implementation report as set out in the integrated report.			
9.	**Ordinary resolution 9 – Delegation of authority:** To authorise any 1 (one) director of the company and/or the Company Secretary to do all such things and sign all such documents (including any amendments thereto) as are deemed necessary or advisable to implement the ordinary and special resolutions.			
10.	**Special resolution 1 – Non-executive directors' remuneration:** To approve the proposed fees and remuneration payable to non-executive directors and/ or pay any fees related thereto and on any other basis as may be recommended by the Remuneration Committee and approved by the board of directors for the period from the period set out in the table below:			

		Fees from 1 July 2022 to 30 June 2023	Fees from 1 July 2023 to 30 June 2024	For	Against	Abstain
10.1	Chairman*	R1 106 420	R1 172 805			
10.2	Deputy Chairman*	R553 215	R586 408			
10.3	Board member	R316 410	R335 395			
10.4	Asset and Liability Committee Chairman*	R201 675	R213 776			
10.5	Asset and Liability Committee member	R134 265	R142 321			
10.6	Audit and Risk Committee Chairman*	R417 840	R442 910			
10.7	Audit and Risk Committee member	R208 920	R221 455			
10.8	Remuneration Committee Chairman*	R150 980	R160 039			
10.9	Remuneration Committee member	R100 285	R106 302			
10.10	Nomination Committee Chairman*	R113 230	R120 024			
10.11	Nomination Committee member	R75 210	R79 723			
10.12	Social, Ethics and Sustainability Committee Chairman*	R202 230	R214 364			
10.13	Social, Ethics and Sustainability Committee member	R134 265	R142 321			

** Fee paid in addition to a member's fee.*

		For	Against	Abstain
11.	**Special resolution 2 – Authority to provide financial assistance in terms of section 44:** To approve, subject to compliance with the provisions of the MOI and Companies Act (including but not limited to the board being satisfied that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company), the provision by the company, at any time and from time to time during the period of 2 (two) years commencing from the date of approval of this special resolution, of such direct or indirect financial assistance as contemplated in section 44 of the Companies Act.			
12.	**Special resolution 3 – Authority to provide financial assistance in terms of section 45:** To approve, subject to compliance with the provisions of the MOI and Companies Act (including but not limited to the board being satisfied that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company), the provision by the company, at any time and from time to time during the period of 2 (two) years commencing from the date of approval of this special resolution, of such direct or indirect financial assistance as contemplated in section 45 of the Companies Act.			
13.	**Special resolution 4 – General authority to repurchase company securities:** To approve the general authority to repurchase the company's securities subject to the JSE Listings Requirements and Companies Act as set out in the resolution.			

 # Insert an X in the appropriate block. If no indications are given, the proxy will vote as he/she deems fit.

Please read the notes on the reverse side hereof.

Signed at on 2022

Signature

Assisted by (where applicable)

Please provide contact details Tel: ( ) Email: