

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 5 of this Distell Incentive Plan Circular apply to this entire document, including the cover page, except where the context indicates a contrary intention.

Action required by Certificated and Dematerialised Distell Shareholders

This document should be read in its entirety, with particular attention to the section entitled "Action Required by Distell Shareholders", which commences on page 3 of this Distell Incentive Plan Circular.

If you are in any doubt as to what action you should take, please consult your Broker, banker, legal adviser, CSDP or other professional adviser immediately. If you have disposed of all your Distell Shares on or before Friday, 15 September 2017, this Distell Incentive Plan Circular should be handed to the purchaser of such Distell Shares or to the Broker, banker, CSDP or other agent through whom the disposal was effected.

Distell does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP or Broker including, without limitation, any failure on the part of the CSDP or Broker of any beneficial owner of Distell Shares to notify such beneficial owner of the details set out in this Distell Incentive Plan Circular.



Distell Group Limited

(Incorporated in the Republic of South Africa)

(Registration Number: 1988/005808/06)

JSE Code: DST ISIN: ZAE000028668

("Distell" or "the Company")

INCENTIVE PLAN CIRCULAR TO DISTELL SHAREHOLDERS

Regarding

- A conditional share plan scheme, namely the CSP Scheme,

that shall be applicable in respect of:

- (i) DGHL if the Distell Scheme and the Capevin Scheme become operative and the required advisory votes are adopted by Distell Shareholders and Capevin Shareholders; and
- (ii) Distell if the required ordinary resolution (requiring a 75% majority vote) is passed by Distell Shareholders, which CSP Scheme will terminate if the Distell Scheme and the Capevin Scheme become operative;

and enclosing

- a notice convening the Distell General Meeting
- a Form of Proxy for the Distell General Meeting (*blue*) (for use by Certificated Distell Shareholders and Dematerialised Distell Shareholders with "own-name" registration only).

The Distell General Meeting will be held on Friday, 27 October 2017 at 12h30 or as soon as possible thereafter once the Distell Scheme Meeting concludes

**Merchant Bank and Sponsor to
Distell and DGHL**



Adviser to Distell and DGHL



**Legal Adviser to Distell and
DGHL**



Date of issue: Wednesday, 20 September 2017

This Distell Incentive Plan Circular is only available in English. Copies may be obtained from Distell's website, <https://www.distell.co.za/investor-centre/> or at the registered office of Distell and Rand Merchant Bank, whose addresses are set out in the "Corporate Information and Advisers" section of this Distell Incentive Plan Circular from Wednesday, 20 September until Friday, 27 October 2017.

CORPORATE INFORMATION AND ADVISERS

Year of incorporation

1988

Place of incorporation

South Africa

Company Secretary and registered office

Lizelle Malan
Distell Group Limited
(Registration number: 1988/005808/06)
Aan-de-Wagenweg
Stellenbosch, 7600
(PO Box 184, Stellenbosch, 7599)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
(Registration number: 2004/003647/07)
15 Biermann Avenue
Rosebank, 2196
(PO Box 61051, Marshalltown, 2107)

Adviser to Distell and DGHL

PricewaterhouseCoopers Tax Services (Pty) Ltd
(Registration number: 1983/008289/07)
5 Silo Square, V&A Waterfront, 8002
(PO Box 2799, Cape Town 8000))

Legal Adviser to Distell and DGHL

Edward Nathan Sonnenbergs Incorporated
(Registration number: 2006/018200/21)
97 Dorp Street
Stellenbosch, 7600
(PO Box 940, Stellenbosch, 7599)

Merchant Bank and Sponsor to Distell and DGHL

Rand Merchant Bank
(A division of FirstRand Bank Limited)
(Registration number: 1929/001225/06)
1 Merchant Place
Corner Fredman Drive and Rivonia Road
Sandton, 2196
(PO Box 786273, Sandton, 2146)

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IMPORTANT DATES AND TIMES

2017

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| Record date to determine which Distell Shareholders are entitled to receive this Distell Incentive Plan Circular | Friday, 15 September |
| Distell Incentive Plan Circular posted to Distell Shareholders and notice convening the Distell General Meeting released on SENS | Wednesday, 20 September |
| Last day to trade to be recorded in the Register in order to be eligible to attend and vote at the Distell General Meeting | Tuesday, 17 October |
| Voting Record Date for Distell Shareholders to be recorded in the Register in order to be eligible to attend and vote at the Distell General Meeting | Friday, 20 October |
| For administrative purposes, date by which Forms of Proxy for the Distell General Meeting are to be lodged, by 12h30 | Wednesday, 25 October |
| Form of Proxy can be handed to the Chairman of the Distell General Meeting at any time before the proxy exercises any rights of the Distell Shareholder at the Distell General Meeting | Friday, 27 October |
| Distell General Meeting to be held at 12h30, or as soon as possible thereafter once the Distell Scheme Meeting concludes, at Van Ryn's Distillery & Brandy Cellar, Van Ryn Road, Vlottenburg, Stellenbosch, Western Cape, 7600 | Friday, 27 October |
| Results of the Distell General Meeting released on SENS | Friday, 27 October |

Notes:

1. All times shown above are South African local times.
2. All dates and times in respect of this Distell Incentive Plan Circular are subject to change. If the relevant dates are impacted, the changes will be released on SENS and published in the press.
3. If the Distell General Meeting is adjourned or postponed, Forms of Proxy submitted for the Distell General Meeting will remain valid in respect of any adjournment or postponement of the Distell General Meeting.

ACTION REQUIRED BY DISTELL SHAREHOLDERS

The definitions and interpretations commencing on page 5 of this Distell Incentive Plan Circular apply to this entire document, including the cover page, except where the context indicates a contrary intention.

Distell Shareholders are requested to take note of the following information regarding the actions required by them in connection with this Distell Incentive Plan Circular.

If you are in any doubt as to what action to take, please consult your Broker, CSDP, banker, legal adviser, accountant, or other professional adviser immediately.

If you have disposed of all your Distell Shares on or before Friday, 15 September 2017, please forward this Distell Incentive Plan Circular to the person to whom you disposed of such Distell Shares or to the Broker, CSDP, banker or other agent through whom you disposed of such Distell Shares.

1. DISTELL GENERAL MEETING

A Distell General Meeting will be held at 12h30, or as soon as possible thereafter once the Distell Scheme Meeting concludes, on Friday, 27 October 2017, at Van Ryn's Distillery & Brandy Cellar, Van Ryn Road, Vlottenburg, Stellenbosch, 7600, to consider and, if deemed fit, pass the advisory vote in respect of DGHL and the ordinary resolution in respect of Distell as required to authorise and effect the implementation of the relevant CSP Scheme in relation to DGHL and/or Distell, as the case may be. A notice to convene the Distell General Meeting is attached to and forms part of this Distell Incentive Plan Circular.

2. DEMATERIALIZED DISTELL SHAREHOLDERS WITHOUT "OWN NAME" REGISTRATION

If you have Dematerialised your Distell Shares without "own name" registration, then the following actions are relevant to you in connection with the Distell General Meeting:

Voting at the Distell General Meeting

- If you have not been contacted by your CSDP or Broker, it would be advisable for you to contact your CSDP or Broker and furnish them with your voting instructions.
- If your CSDP or Broker does not obtain voting instructions from you, they will vote in accordance with the instructions contained in the agreement concluded between you and your CSDP or Broker.
- You must **NOT** complete the attached Form of Proxy (*blue*).

Attendance and representation at the Distell General Meeting

In accordance with the mandate between you and your CSDP or Broker, you must advise your CSDP or Broker if you wish to attend the Distell General Meeting in person, or if you wish to send a proxy to represent you at the Distell General Meeting. Your CSDP or Broker will issue the necessary letter of representation to you or your proxy to attend the Distell General Meeting.

3. DEMATERIALIZED DISTELL SHAREHOLDERS WITH "OWN NAME" REGISTRATION AND CERTIFICATED DISTELL SHAREHOLDERS

If you have not Dematerialised your Distell Shares or have Dematerialised your Distell Shares with "own name" registration, then the following is relevant to you in connection with the Distell General Meeting:

Voting, attendance and representation at the Distell General Meeting.

- You may attend, speak and vote at the Distell General Meeting in person.
- Alternatively, you may appoint one or more proxies to represent you at the Distell General Meeting by completing the attached Form of Proxy (*blue*) in accordance with the instructions it contains. A proxy need not be a Distell Shareholder. It is requested that, for administrative purposes, the Form of Proxy (*blue*) be lodged with or posted to the Transfer Secretaries to be received by no later than 12h30 on Wednesday, 25 October 2017. If you do not lodge or post the Form of Proxy (*blue*) to reach the Transfer Secretaries by the time stated above, you will nevertheless be entitled to lodge the Form of Proxy (*blue*) with the Chairman of the Distell General Meeting immediately prior to your proxy exercising any of your rights at the Distell General Meeting.

Distell does not accept responsibility and will not be held liable, under any applicable law or regulation, for any action of, or omission by, the CSDP or Broker of a Dematerialised Distell Shareholder, including, without limitation, any failure on the part of the CSDP or Broker of any beneficial owner to notify such beneficial owner of the Distell General Meeting or of the matters set forth in this Distell Incentive Plan Circular.

DEFINITIONS AND INTERPRETATIONS

In this Distell Incentive Plan Circular and its annexures, unless otherwise stated or the context indicates otherwise, the words and expressions in the first column shall have the meanings stated opposite them in the second column, and words and expressions in the singular shall include the plural and *vice versa*, words importing natural persons shall include juristic persons and unincorporated associations of persons and *vice versa*, and any reference to one gender shall include the other genders.

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| “Broker” | any person registered as a “broking member equities” in terms of the rules of the JSE in accordance with the provisions of the FMA; |
| “Business Day” | any day other than a Saturday, Sunday or official public holiday in South Africa; |
| “Capevin” | Capevin Holdings Limited (registration number: 1997/020857/06), a company incorporated in accordance with the company laws of South Africa, whose securities are listed on the JSE; |
| “Capevin Circular” | the circular issued to Capevin Shareholders on Wednesday, 20 September 2017, in compliance with the Companies Act, the Companies Regulations and the Listings Requirements, in respect of the Capevin Scheme; |
| “Capevin General Meeting” | the general meeting of Capevin Shareholders to be held in accordance with the Capevin Incentive Plan Circular; |
| “Capevin Incentive Plan Circular” | the circular issued to Capevin Shareholders simultaneously with, and accompanying, the Capevin Circular and the Prospectus, in terms of which an advisory vote is sought from the Capevin Shareholders in respect of the implementation of the DGHL CSP Scheme in relation to DGHL; |
| “Capevin Scheme” | the Scheme of Arrangement between Capevin and the Capevin Shareholders and to which DGHL is a party, as detailed in the Capevin Circular; |
| “Capevin Shareholders” | all holders of Capevin Shares; |
| “Capevin Shares” | ordinary shares with no par value in the capital of Capevin; |
| “Certificated Distell Shareholders” | holders of Certificated Distell Shares; |
| “Certificated Distell Shares” | Distell Shares which are represented by a share certificate or other Document(s) of Title, which are not Dematerialised Distell Shares; |
| “Companies Act” | the Companies Act, 2008 (Act 71 of 2008), as amended; |
| “Companies Regulations” | the Companies Regulations, 2011, as amended; |
| “Company Secretary” | the company secretary of Distell, the details of which are set out on the inside front cover of this Distell Incentive Plan Circular; |
| “CSDP” | a Central Securities Depository Participant registered in terms of the FMA; |
| “CSP Participants” | persons holding permanent salaried employment or office with a Participating Company (excluding any non-executive director of the Distell Group or DGHL Group, as the case may be), to whom an award has been made under the relevant CSP Scheme including the executor or representative of such employee’s deceased estate; |
| “CSP Scheme” | the DGHL CSP Scheme and the Distell CSP Scheme; |
| “CSP Scheme Rules” | the documents containing the rules of the DGHL CSP Scheme and the Distell CSP Scheme, respectively, copies of which are available for inspection as indicated in paragraph 6 of this Distell Incentive Plan Circular; |
| “Dematerialise” and “Dematerialised” | the process by which paper share certificates or other Documents of Title are replaced with electronic records of ownership under Strate with a duly appointed CSDP or Broker, as the case may be; |

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| “Dematerialised Distell Shareholders” | Distell Shareholders holding Dematerialised Distell Shares; |
| “Dematerialised Distell Shares” | Distell Shares which have been Dematerialised; |
| “DGHL” | Business Venture Investments No 1997 Limited (registration number 2016/394974/06), a company incorporated in accordance with the company laws of South Africa, whose ordinary shares are to be listed on the JSE and which is to be renamed “Distell Group Holdings Limited” immediately after fulfilment of the conditions precedent to the Transaction; |
| “DGHL CSP Scheme” | the proposed conditional share plan scheme which may be applicable in respect of DGHL, which has been conditionally approved by Remgro Beverages, as sole shareholder of DGHL as at the Last Practicable Date, in respect of DGHL as detailed more fully in paragraph 2 of this Distell Incentive Plan Circular; |
| “DGHL Directors” | the directors of DGHL; |
| “DGHL Group” | DGHL and its Subsidiaries from time to time and which in appropriate circumstances will mean any 1 or more member/s of the DGHL Group; |
| “DGHL Ordinary Shares” | ordinary shares with no par value in the capital of DGHL; |
| “DGHL SAR Scheme” | the equity settled share appreciation scheme offered by DGHL, as detailed more fully in paragraph 15 of the Distell Circular as well as section 4 paragraph 4.2 of the Prospectus; |
| “Distell” or the “Company” | Distell Group Limited (registration number: 1988/005808/06), a company incorporated in accordance with the company laws of South Africa, whose securities are listed on the JSE; |
| “Distell CSP Scheme” | the proposed conditional share plan scheme which may be applicable in respect of Distell, if the required ordinary resolution is obtained from Distell Shareholders and which will terminate upon the implementation of the Distell Scheme, as detailed more fully in paragraph 2 of this Distell Incentive Plan Circular; |
| “Distell Circular” | the circular issued to Distell Shareholders on Wednesday, 20 September 2017, in compliance with the Companies Act, the Companies Regulations and the Listings Requirements, in respect of the Distell Scheme; |
| “Distell Directors” | the board of directors of Distell as at the Last Practicable Date, whose details and further information appear on page 9 of this Distell Incentive Plan Circular; |
| “Distell Employee Scheme” | the Distell SAR Scheme approved by the Distell Shareholders at Distell’s annual general meeting held in 2010; |
| “Distell Group” | Distell and its Subsidiaries from time to time which, after implementation of the Transaction, will form part of the DGHL Group, and which in appropriate circumstances will mean any 1 or more member/s of the Distell Group; |
| “Distell General Meeting” | the general meeting of Distell Shareholders to be held at 12h30, or as soon as possible thereafter once the Distell Scheme Meeting concludes, on Friday, 27 October 2017, at Van Ryn’s Distillery & Brandy Cellar, Van Ryn Road, Vlottenburg, Stellenbosch, 7600 in order to consider and, if deemed fit, approve the CSP Scheme by way of (i) an advisory vote in relation to DGHL, such that the DGHL CSP Scheme will be implemented in relation to DGHL in the event that the Distell Scheme and Capevin Scheme become operative, and (ii) an ordinary resolution in relation to Distell such that the Distell CSP Scheme will be implemented in relation to Distell but will terminate if and when the Distell Scheme and Capevin Scheme become operative; |

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| “Distell Incentive Plan Circular” | this circular issued to Distell Shareholders simultaneously with, and accompanying, the Distell Circular and the Prospectus in terms of which (i) an advisory vote is sought from the Distell Shareholders in respect of the implementation of the DGHL CSP Scheme in relation to DGHL, as detailed more fully in paragraph 2 below, and (ii) approval is sought from the Distell Shareholders for the implementation of the Distell CSP Scheme in relation to Distell; |
| “Distell MOI” | Distell’s memorandum of incorporation; |
| “Distell Scheme” | the Scheme of Arrangement between Distell and the Distell Shareholders and to which DGHL is a party, as detailed in paragraph 3.1 of the Distell Circular; |
| “Distell Scheme Meeting” | the scheme meeting of Distell Shareholders other than RCI, to be held at 12h00 on Friday, 27 October 2017, at Van Ryn’s Distillery & Brandy Cellar, Van Ryn Road, Vlottenburg, Stellenbosch, 7600 in order to consider and, if deemed fit, pass the special and ordinary resolutions of Distell necessary to give effect to the Distell Scheme; |
| “Distell Shareholders” | holders of Distell Shares; |
| “Distell Shares” | ordinary shares with a par value of R0.01 each in the capital of Distell; |
| “Documents of Title” | share certificates, certified transfer deeds, balance receipts, or any other documents of title to shares; |
| “FMA” | the Financial Markets Act, 2012 (Act 19 of 2012), as amended; |
| “Income Tax Act” | the Income Tax Act, 1962 (Act 58 of 1962), as amended; |
| “JSE” | the stock exchange licenced under the FMA operated by the JSE Limited (registration number: 2005/022939/06), a company incorporated in accordance with the company laws of South Africa and licensed as an exchange under the FMA; |
| “Last Practicable Date” | the last practicable date prior to the finalisation of this Distell Incentive Plan Circular, being Wednesday, 13 September 2017; |
| “Listings Requirements” | the JSE Listings Requirements, as amended from time to time; |
| “Participating Company” | DGHL or Distell, as the case may be, such company’s Subsidiaries, such other entities as identified by the DGHL Directors or Distell Directors, as the case may be, and any other relevant entities as defined in relevant CSP Scheme Rules; |
| “Prospectus” | the DGHL prospectus and its annexures, registered with CIPC on 15 September 2017, which has been prepared in compliance with the Companies Act, the Companies Regulations and the Listings Requirements and which is issued simultaneously with, and accompanies, the Distell Circular and this Distell Incentive Plan Circular; |
| “Rand Merchant Bank” | Rand Merchant Bank, a division of FirstRand Bank Limited (registration number: 1929/001225/06), a company incorporated in accordance with the company laws of South Africa; |
| “RCI” | Remgro-Capevin Investments Proprietary Limited (registration number: 1965/005620/07), a company incorporated in accordance with the company laws of South Africa; |
| “Register” | the register of Certificated Distell Shareholders maintained by the Transfer Secretaries and the sub-register of Dematerialised Distell Shareholders maintained by the relevant CSDPs in accordance with section 50 of the Companies Act; |
| “Remgro” | Remgro Limited (registration number: 1968/006415/06), a company incorporated in accordance with the company laws of South Africa, whose securities are listed on the JSE; |

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| “Remgro Beverages” | Remgro Beverages Proprietary Limited (registration number: 2016/394940/07), a company incorporated in accordance with the company laws of South Africa, the sole shareholder of DGHL as at the Last Practicable Date and a wholly owned subsidiary of Remgro; |
| “Remuneration Committee” | the remuneration committee of DGHL or Distell, as the case may be; |
| “Restricted Period” | the period commencing no later than the date upon which the Distell CSP Scheme is approved in relation to Distell and terminating on the last day to trade Distell Shares, in order to participate in the Distell Scheme, as detailed in the Distell Circular; |
| “SAR/s” | equity settled share appreciation right/s granted in terms of either and both of the Distell Employee Scheme and the DGHL SAR Scheme; |
| “Scheme of Arrangement” | a scheme of arrangement in terms of section 114 of the Companies Act; |
| “SENS” | the Securities Exchange News Service of the JSE; |
| “South Africa” or “SA” | the Republic of South Africa; |
| “Strate” | Strate Proprietary Limited (registration number: 1998/022242/07), a company incorporated in accordance with the company laws of South Africa and a registered central securities depository responsible for the electronic clearing and settlement of trades on the JSE; |
| “STT” | securities transfer tax payable in respect of the transfer of shares in terms of the Securities Transfer Tax Act, 2007 (Act 25 of 2007), as amended; |
| “Subsidiaries” | bears the meaning ascribed thereto in the Companies Act; |
| “Transaction” | bears the meaning ascribed thereto in paragraph 5 of the Distell Circular; |
| “Transfer Secretaries” or “Computershare” | Computershare Investor Services Proprietary Limited (registration number: 2004/003647/07), a company incorporated in accordance with the company laws of South Africa; |
| “TRP” | the Takeover Regulation Panel established in terms of section 196 of the Companies Act; and |
| “Voting Record Date” | the date and time by which Distell Shareholders must be recorded in the Register in order to be eligible to attend and vote at the Distell General Meeting, expected to be 17h00 on Friday, 20 October 2017. |



Distell Group Limited

(Incorporated in the Republic of South Africa)

(Registration Number: 1988/005808/06)

JSE Code: DST ISIN: ZAE000028668

("Distell" or "the Company")

Distell Directors

Executive

Richard Rushton

Lucas Verwey

Non-executive

Jannie Durand

Pieter Louw (alternate)

Ethel Matenge-Sebesho

Chris Otto

Independent Non-executive

Piet Beyers

Gugu Dingaan (alternate)

Dr Prieur du Plessis

Joe Madungandaba

Louisa Mojela

André Parker

Catharina Sevillano-Barredo

Ben van der Ross

INCENTIVE PLAN CIRCULAR TO DISTELL SHAREHOLDERS

1. PURPOSE OF THIS DISTELL INCENTIVE PLAN CIRCULAR

The purpose of this Distell Incentive Plan Circular is to provide Distell Shareholders with information on the CSP Scheme and to convene the Distell General Meeting at which Distell Shareholders will be asked to consider and, if deemed fit, pass (i) an advisory vote to approve the implementation of the DGHL CSP Scheme in respect of DGHL if the Capevin Scheme and the Distell Scheme become operative, and (ii) an ordinary resolution to approve the implementation of the Distell CSP Scheme in respect of Distell, which Distell CSP Scheme will terminate if and when the Capevin Scheme and the Distell Scheme become operative.

Distell Shareholders are also encouraged to familiarise themselves with the content of (i) the Prospectus, and the Distell Circular which are issued simultaneously with, and accompany, this Distell Incentive Plan Circular and (ii) the Capevin Circular and the Capevin Incentive Plan Circular which are available on the Capevin website (<http://www.capevin.com>) setting out *inter alia* the impact of the Transaction, including the Capevin Scheme, on Capevin Shareholders, as detailed in the Capevin Circular, and the advisory vote required to be passed by Capevin Shareholders in respect of the DGHL CSP Scheme, as detailed in the Capevin Incentive Plan Circular.

2. CSP SCHEME

2.1 Introduction

The purpose of the CSP Scheme, both in relation to DGHL and Distell, is to incentivise, motivate and retain the appropriate calibre of employees by providing employees of the group (being the Distell group alone, if the Capevin Scheme and the Distell Scheme do not become operative, or the DGHL Group (which will incorporate the Distell Group) if the Capevin Scheme and the Distell Scheme do become operative), with the opportunity to receive shares as remuneration and the opportunity to share in the success of Distell or DGHL, as the case may be, through the Award of Performance CSP Shares and/or Retention CSP Shares and/or Bonus CSP Shares and/or Matching CSP Shares, along with providing alignment between CSP Participants and the Distell Shareholders or the DGHL Shareholders, as the case may be.

The terms of the DGHL CSP Scheme and the Distell CSP Scheme, and their respective rules, are substantially the same.

2.2 Structure

- 2.2.1 Both CSP Schemes provide persons holding permanent salaried employment or office with any Participating Company, selected by the relevant Remuneration Committee, to whom awards in terms of the relevant CSP Scheme have been made and who are deemed to have accepted such awards (“**CSP Participants**”), with the right (“**Award**”), subject to the fulfilment of the relevant conditions (as detailed below), to receive a number of Distell Shares or DGHL Ordinary Shares, as the case may be (“**CSP Shares**”), at a future date (“**Vesting Date**”), as determined in accordance with the relevant CSP Scheme Rules.
- 2.2.2 The Remuneration Committee has the discretion to determine *inter alia*:
- which individuals may participate in the relevant CSP Scheme;
 - the quantum of the aggregate Award, which will be made to CSP Participants in respect of any ad hoc allocation or annual allocation in any financial year;
 - the number of Distell Shares or DGHL Ordinary Shares, as the case may be (CSP Shares), each CSP Participant may be entitled to receive, following an Award (subject to the relevant conditions being met), taking into consideration the relevant CSP Participant’s salary, annual bonus and grade and the DGHL Group or Distell Group’s performance, retention requirements and, generally, market benchmarks;
 - the terms of the Employment Condition (detailed in paragraph 2.2.4 below) applicable in respect of an Award, including the period of employment (which may end between 3 and 5 years from the award date) and the Vesting Date which will apply in respect of a Retention CSP Award (detailed in paragraph 2.2.3 below);
 - the terms of the Performance Conditions (detailed in paragraph 2.2.5 below) applicable in respect of an Award, including the performance criteria and other conditions which must be met (in addition to the Employment Condition) in respect of a Performance CSP Award;
 - the percentage of the CSP Participant’s annual bonus to be awarded as Bonus CSP Shares in respect of a Bonus CSP Award (detailed in paragraph 2.2.6 below);
 - the ratio to which the Company will match the Participant’s Award of Bonus CSP Shares with Matching CSP Shares in respect of a Matching CSP Award (detailed in paragraph 2.2.7 below), which shall not exceed a ratio of 1:1;
 - any post-vesting holding periods which may be applicable in respect of Performance CSP Shares (detailed in paragraph 2.2.5 below) acquired by a CSP Participant in terms of the CSP Scheme; and
 - whether the Award shall recognise the inclusion of an additional number of CSP Shares equal in value to the dividends that a CSP Participant would have earned, if he/she had been the owner of such CSP Shares from date of the Award to Vesting Date.
- 2.2.3 An Award in terms of the CSP Scheme can be made in respect of the retention of the relevant CSP Participant (“**Retention CSP Award**”) and/or the performance of the DGHL Group or Distell Group as the case may be (“**Performance CSP Award**”) and/or the annual bonus of the relevant CSP Participant (“**Bonus CSP Award**”) and/or Bonus CSP Shares of the relevant CSP Participant (“**Matching CSP Award**”).
- 2.2.4 In relation to a Retention CSP Award, the vesting of the right to receive the relevant Distell Shares or DGHL Ordinary Shares, as the case may be, following such an Award (“**Retention CSP Shares**”) is subject to the fulfilment of 1 condition, namely that the relevant CSP Participant is in the continued employment of the relevant Participating Company for such period as may be specified in the award letter (“**Award Letter**”) issued in relation to the CSP Scheme (“**Employment Condition**”).
- 2.2.5 In relation to a Performance CSP Award, the vesting of the right to receive the relevant Distell Shares or DGHL Ordinary Shares, as the case may be, following such an Award (“**Performance CSP Shares**”) is subject to the fulfilment of 2 conditions, namely (i) the Employment Condition; and (ii) that the remaining conditions to vesting, as detailed in the Award Letter (“**Remaining Conditions**”), are fulfilled. The Remaining Conditions may comprise of performance-related conditions (“**Performance Conditions**”) and such other conditions to vesting as the Remuneration Committee deems appropriate in the circumstances. All Remaining Conditions which are imposed will be objective and will be detailed in the relevant Award Letter, and any Performance Condition may be amended or substituted by the Remuneration Committee in appropriate circumstances. The Remuneration Committee will, at the appropriate time, review and determine whether or not, and the extent to which, the Remaining Conditions have been met and, if so, calculate the relevant number

of Performance CSP Shares which are to be acquired by the CSP Participant in terms of the Performance CSP Award.

- 2.2.6 In relation to a Bonus CSP Award, the value of such Award (“**Bonus CSP Shares**”) will be determined as a percentage of the CSP Participant’s annual bonus based on performance of the DGHL Group or the Distell Group, as the case may be, in the previous financial year. The vesting of such Award is subject to the fulfilment of the Employment Condition and any Remaining Conditions as specified in the Award Letter.
- 2.2.7 In relation to the Matching CSP Award, the value of such Award (“**Matching CSP Shares**”) will be determined in terms of a pre-determined matching ratio to the Participant’s Award of Bonus CSP Shares. The vesting of the Matching CSP Shares is subject to the Employment Condition, the vesting of the Participant’s Bonus CSP Shares and the fulfilment of any Remaining Conditions. Should the Participant forfeit his/her Bonus CSP Shares before vesting, the Participant will forfeit his/her right to Matching CSP Shares in relation to the Bonus CSP Shares so forfeited.
- 2.2.8 CSP Participants are not required to pay for the CSP Shares which vest and which they accordingly become entitled to acquire in terms of the relevant CSP Scheme (“**CSP Shares**”). However, the CSP Participant shall be liable for STT as a result of the grant of an Award and the acquisition by the CSP Participant of CSP Shares, pursuant to such Award, as set out in paragraph 2.8 below.
- 2.2.9 CSP Participants are not entitled to participate in any dividends, unless specified otherwise in the Award Letter, or distributions of DGHL or Distell, as the case may be, nor are they entitled to exercise any voting rights, in respect of the CSP Shares allocated to them in terms of an Award until the relevant CSP Shares are delivered to such CSP Participant.

2.3 Eligibility

Only individuals who hold permanent salaried employment or office with a DGHL Group or Distell Group company (or any legal entity identified by the DGHL Directors or the Distell Directors, as the case may be) (but excluding any non-executive director of the Distell Group or the DGHL Group, as the case may be), selected by the Remuneration Committee are eligible to receive an Award in terms of the relevant CSP Scheme.

2.4 Employment Condition and Performance Conditions

- 2.4.1 The Employment Condition to an Award requires the relevant CSP Participant to remain in the continued employment of a Participating Company for such period as may be specified in the Award Letter, which period will commence on the date the Award is made to the CSP Participant unless the relevant CSP Scheme Rules provide otherwise.
- 2.4.2 The Performance Conditions and other Remaining Conditions to an Award will be determined by the Remuneration Committee and detailed in the Award Letter.

2.5 Award policy and quantum

- 2.5.1 The Remuneration Committee will determine the Award of relevant CSP Shares in terms of the relevant CSP Scheme Rules.
- 2.5.2 Subject to the limits detailed in paragraph 2.6 below, the quantum of any Awards made in terms of the relevant CSP Scheme will be at the discretion of the Remuneration Committee.
- 2.5.3 An Award may be made to a CSP Participant on any day on which there are no restrictions on the making of Awards imposed by the Listings Requirements or any other applicable law, directive or code.

2.6 CSP Scheme limits

- 2.6.1 Subject to certain exceptions which may result in adjustments, the aggregate number of CSP Shares that may be delivered to CSP Participants under the relevant CSP Scheme, together with the DGHL SAR Scheme (including “Prior Awards” as defined in the rules of the DGHL SAR Scheme which relate to the Distell Employee Scheme), as the case may be, may not exceed a total of 20 000 000 CSP Shares.

- 2.6.2 Subject to certain exceptions which may result in adjustments, the maximum number of shares that may be delivered to any CSP Participant under the relevant CSP Scheme, together with the DGHL SAR Scheme (including "Prior Awards" as defined in the rules of the DGHL SAR Scheme which relate to the Distell Employee Scheme), as the case may be, may not exceed a total of 2 000 000 CSP Shares.
- 2.6.3 The Remuneration Committee may, without the approval of Distell Shareholders or DGHL Shareholders, as the case may be, adjust the relevant CSP Scheme limits detailed above if such adjustment is necessary to take account of relevant corporate actions or events, including but not limited to a consolidation or sub-division of CSP Shares, as the case may be, a capitalisation issue, the authorisation and payment of any special dividend, a rights issue or a reduction in the ordinary share capital of Distell or DGHL, as the case may be, but excluding an issue of shares in consideration for the acquisition of an asset, a vendor consideration placing and an issue of ordinary shares for cash. Any such adjustment must be confirmed to the JSE by the auditor of Distell or DGHL, as the case may be, or any other independent advisor acceptable to the JSE and must be reported on in the financial statements of Distell or DGHL, as the case may be, in the year during which the adjustment is made.

2.7 Vesting and lapsing

- 2.7.1 An Award will vest, and the relevant CSP Participant will become entitled to receive the relevant CSP Shares pursuant to such Award, on the later of:
- the date on which the CSP Participant has satisfied the Employment Condition; and
 - the date on which the Remuneration Committee determines that the Performance Conditions have been met, if applicable;
 - the date on which the Remuneration Committee determines that all Remaining Conditions (other than the Performance Conditions) have been met, if applicable; or
 - if applicable and subject to the relevant CSP Scheme Rules, the date of termination of the relevant CSP Participant's employment by the relevant Participating Company, in circumstances where such termination is not a fault termination as detailed in paragraph 2.9.2 below.
- 2.7.2 Following vesting of an Award and in circumstances where the Remuneration Committee has determined that the Award will recognise the inclusion of additional CSP Shares equal in value to dividends that a CSP Participant would have earned, had he/she had been the owner of such vested CSP Shares during the relevant period, the CSP Participant will become entitled to receive settlement of the relevant additional CSP Shares.
- 2.7.3 Following vesting, the CSP Participant is entitled to receive the relevant CSP Shares contemplated in the Award but subject thereto that the Remuneration Committee may, if there are, in the discretion of the Remuneration Committee, exceptional circumstances that make it inappropriate for the relevant CSP Shares to be delivered, determine that the CSP Participant will not receive CSP Shares but will instead be paid an equivalent amount in cash in lieu of the CSP Shares.
- 2.7.4 An Award will lapse on the earlier of:
- the date upon which the Remuneration Committee determines that the Performance Condition or any other Remaining Conditions have not been satisfied either in whole or in part and can no longer be satisfied; and
 - the date of termination of the CSP Participant's employment with a Participating Company but subject to the provisions of paragraph 2.9 below; and
 - the date upon which Distell or DGHL, as the case may be, is placed in final winding up; and
 - any other date provided for in the relevant CSP Scheme Rules.

2.8 Employees Tax

Each CSP Participant will be liable for any employees' tax (per the Income Tax Act), STT and any other taxes, levies or costs for which a liability may arise as a result of the grant of an Award and the acquisition by the CSP Participant of Distell Shares or DGHL Ordinary Shares, as the case may be, pursuant to such Award. A Participating Company may withhold any amount required to meet any costs in respect of the vesting of an Award for which the CSP Participant is liable or for employees' tax.

2.9 Termination of employment

2.9.1 Fault Termination

2.9.1.1 If a CSP Participant leaves the employ of a Participating Company due to such CSP Participant's misconduct, poor performance, dishonest or fraudulent conduct, abscondment or resignation, the termination of such CSP Participant's employment will be designated as a "fault" termination.

2.9.1.2 Any CSP Participant whose employment is terminated due to a fault termination will forfeit all unvested Awards, which aligns with the position in terms of the Distell Employee Scheme and the DGHL SAR Scheme.

2.9.2 No fault termination

2.9.2.1 If a CSP Participant leaves the employ of a Participating Company due to such CSP Participant's death, injury, disability or ill-health, retrenchment due to operational reasons, or if a Participating Company which employs the relevant CSP Participant ceases to be a member of the Distell Group or DGHL Group or if the undertaking in which such CSP Participant is employed is transferred to a transferee which is not a Participating Company, the termination of such CSP Participant's employment (or the cessation of such CSP Participant's employment within the Distell Group or DGHL Group, as the case may be) will be designated as a "no fault" termination.

2.9.2.2 In order to align with the Distell Employee Scheme and the DGHL SAR Scheme, all unvested Awards of any CSP Participant whose employment is terminated due to a no fault termination will vest:

- immediately upon the termination of the CSP Participant's employment, or as soon as reasonably practical thereafter once the Remuneration Committee has determined whether and the extent to which any applicable Performance Conditions and any other Remaining Conditions have been satisfied, as detailed below; and
- subject thereto that:
 - if the Award was a Retention CSP Award, the unvested Awards will vest fully without *pro-rating* the Award for time employed from the date of the Award to the date of termination of employment; and
 - if the Award was a Performance CSP Award, the Employment Condition will be deemed to be fulfilled (without *pro-rating*), and the Remuneration Committee will calculate whether and the extent to which the Performance Conditions and any other Remaining Conditions have been met in accordance with the relevant CSP Scheme Rules in order to determine the extent to which the Award will vest;
 - if the Award was a Bonus CSP Award, the unvested Awards will vest fully without *pro-rating* the Award for time employed from the date of the Award to the date of termination of employment; and
 - if the Award was a Matching CSP Award, the unvested Awards will vest fully without *pro-rating* the Award for time employed from the date of the Award to the date of termination of employment.

2.9.3 Where a CSP Participant's employment with a Participating Company terminates due to retirement, the Remuneration Committee is entitled to elect whether to treat such termination as a 'no fault' termination or to allow the relevant CSP Participant to continue participating in the CSP Scheme notwithstanding his retirement.

2.9.4 Other termination

If a CSP Participant's employment by a Participating Company is terminated before the relevant Vesting Date for any other reason, such CSP Participant's Award will, unless the Remuneration Committee determines otherwise in its sole discretion, vest on the date of termination of such CSP Participant's employment, but subject thereto that the Remuneration Committee will calculate whether, and the extent to which, the Performance Condition and any other Remaining Conditions have been met in accordance with the relevant CSP Scheme Rules in order to determine, in its sole discretion, the extent to which the Award will vest.

- 2.9.5 Any portion of an Award which does not vest will immediately lapse and be of no further force and effect.
- 2.9.6 All CSP Shares which vest prior to the date of termination of the relevant CSP Participant's employment will be unaffected by such termination of employment.
- 2.9.7 Where a CSP Participant's employment with a Participating Company is terminated in circumstances where such CSP Participant immediately takes up employment with another Participating Company, such CSP Participant's employment will be deemed not to have terminated.

2.10 Change of control

Subject to the Remuneration Committee's discretion to determine otherwise, if there is a change of control (as defined in the relevant CSP Scheme Rules) of Distell or DGHL, as the case may be, all unvested Awards of all CSP Participants will vest:

- 2.10.1 immediately upon the date upon which the change of control occurs, or as soon as reasonably practical thereafter once the Remuneration Committee has determined the extent to which any applicable Remaining or Performance Conditions have been satisfied, as detailed below; and
- 2.10.2 subject thereto that:
 - 2.10.2.1 in relation to Retention CSP Awards, the Employment Condition will be deemed to be fulfilled and the unvested Awards will vest fully without *pro-rating* the Award for time employed from the date of the Award to the date upon which the change of control occurs;
 - 2.10.2.2 in relation to Performance CSP Awards, the Employment Condition will be deemed to be fulfilled and the unvested Awards will, subject to what is stated below, vest fully without *pro-rating* the Award for time employed from the date of the Award to the date upon which the change of control occurs, but subject thereto that the Remuneration Committee will calculate the extent to which the Performance Conditions have been met in accordance with the relevant CSP Scheme Rules in order to determine, in its sole discretion, the extent to which the Award will vest;
 - 2.10.2.3 in relation to Bonus CSP Awards, the Employment Condition will be deemed to be fulfilled and the unvested Awards will vest fully without *pro-rating* the Award for time employed from the date of the Award to the date upon which the change of control occurs; and
 - 2.10.2.4 in relation to Matching CSP Awards, the Employment Condition will be deemed to be fulfilled and the unvested Awards will vest fully without *pro-rating* the Award for time employed from the date of the Award to the date upon which the change of control occurs.
- 2.10.3 Any portion of an Award which does not vest will immediately lapse and be of no further force and effect.

For the avoidance of doubt, the Distell CSP Rules record that the implementation of the Transaction does not constitute a change of control for purposes of the Distell CSP Scheme. If the Transaction is implemented, the Distell CSP Scheme will terminate and all Awards made under the Distell CSP Scheme will be converted into Awards under the DGHL CSP Scheme, on the condition that the CSP Participants are in no worse a position as result of the conversion, and the Distell CSP Scheme will terminate.

2.11 Variation of share capital of Distell or DGHL

- 2.11.1 Certain corporate events or actions in relation to Distell or DGHL, as the case may be, are considered to be a "Variation in Share Capital", including but not limited to a capitalisation issue, a rights issue, a subdivision of shares, a consolidation of shares, a Scheme of Arrangement, a distribution by Distell or DGHL, as the case may be, other than a dividend paid in the ordinary course out of Distell or DGHL's, as the case may be, current year's retained earnings, and any other event relating to Distell Shares or DGHL Ordinary Shares, as the case may be, or Distell or DGHL's, as the case may be, ordinary share capital or which affects or has the potential to affect Awards, but excluding any issue of shares as consideration for an acquisition of an asset, a vendor consideration placing or the issue of shares for cash.

- 2.11.2 Upon a variation in share capital of Distell or DGHL, as the case may be, as aforesaid, CSP Participants will continue to participate in the CSP Scheme with appropriate adjustments being made to the CSP Participants' rights by the Remuneration Committee, so as to ensure CSP Participants are in no worse a position as a result of the variation in share capital.
- 2.11.3 If Distell or DGHL, as the case may be, is wound up, for any reason other than for purposes of a reorganisation, all unvested Awards will lapse.

2.12 Amendments and termination

- 2.12.1 Subject to compliance with the Listings Requirements and the Companies Act, the Remuneration Committee may at any time vary, alter, amend or add to the relevant CSP Scheme Rules, as it deems fit. Certain amendments require the approval of the JSE and approval by Distell Shareholders or DGHL Shareholders, as the case may be, holding 75% of the voting rights of Distell or DGHL, as the case may be (excluding voting rights attaching to shares controlled by persons who are CSP Participants and acquired such shares as a result of the CSP Scheme which Shares may be impacted by the amendments.)
- 2.12.2 Any such amendments will only affect Awards already made to CSP Participants if such amendments benefit the relevant CSP Participants, subject to the Listings Requirements.

3. IMPLEMENTATION AND COMMENCEMENT OF THE CSP SCHEME

3.1 In respect of DGHL, via the advisory vote

- 3.1.1 As sole shareholder of DGHL as at the Last Practicable Date, Remgro Beverages has approved the DGHL CSP Scheme and its rules, as detailed in this Distell Incentive Plan Circular. This approval by Remgro Beverages is, however, subject to:
- the Transaction being implemented;
 - the Remuneration Committee of DGHL, once constituted and appointed, ratifying the adoption of the DGHL CSP Scheme in relation to DGHL;
 - the Distell Shareholders adopting an advisory vote at the Distell General Meeting, in terms of which advisory vote the Distell Shareholders approve, in relation to DGHL, the DGHL CSP Scheme, and
 - the Capevin Shareholders adopting an advisory vote at the Capevin Scheme meeting, in terms of which advisory vote the Capevin Shareholders approve, in relation to DGHL, the DGHL CSP Scheme;
- 3.1.2 Unless affirmative advisory votes are obtained from both the Distell Shareholders and the Capevin Shareholders in relation to the DGHL CSP Scheme, the condition to the Remgro Beverages' approval of the DGHL CSP Scheme shall not be fulfilled, in which event the DGHL CSP Scheme will not be implemented in relation to DGHL.
- 3.1.3 RCI will be entitled to vote in respect of the aforesaid advisory vote at the Distell General Meeting and Remgro International will be entitled to vote in respect of the aforesaid advisory vote at the Capevin General Meeting.
- 3.1.4 The DGHL CSP Scheme will be implemented and commence in relation to DGHL on the date upon which the Distell Scheme is implemented.

3.2 In respect of Distell, via an ordinary resolution

- 3.2.1 If the Transaction is, for any reason (including if the Capevin Scheme and/or the Distell Scheme does not become unconditional) not implemented, it is proposed that the Distell CSP Scheme will nonetheless, but subject to the passing of the resolution detailed in 3.2.2 below, be implemented in relation to Distell.
- 3.2.2 In order to implement the Distell CSP Scheme in relation to Distell and in accordance with the requirements of Schedule 14 of the Listings Requirements, approval for such implementation must be obtained from Distell Shareholders. The approval required from the Distell Shareholders in this regard is an ordinary resolution (requiring a 75% majority vote). It is proposed that this approval will be sought from Distell Shareholders at the Distell General Meeting.
- 3.2.3 The ordinary resolution by Distell Shareholders required to implement the Distell CSP Scheme in respect of Distell is contained in the notice of Distell General Meeting which is attached to and forms part of this Distell Incentive Plan Circular.

- 3.2.4 The Distell CSP Scheme will be implemented and commence in relation to Distell on the date upon which the above ordinary resolution is passed.
- 3.2.5 If the Transaction is implemented, all Awards made under the Distell CSP Scheme prior to the date upon which the Transaction is implemented will be converted into Awards under the DGHL CSP Scheme (assuming the DGHL CSP Scheme has become operative), on the condition that the CSP Participant is in no worse a position as a result of the conversion, and the Distell CSP Scheme will terminate.
- 3.2.6 The Distell Remuneration Committee intends to make awards under the Distell CSP Scheme immediately after such scheme is approved in relation to Distell and prior to the last day to trade Distell Shares, in order to be able to participate in the Distell Scheme, as detailed in the Distell Circular (“**Restricted Period**”). During this time, Distell will be subject to the provisions of section 126 of the Companies Act. Section 126 of the Companies Act requires that Distell obtain the prior written approval of the TRP and the prior approval of its shareholders, before it can issue or grant any options in respect of its unissued securities. To this end, the approval of the Distell Shareholders is sought to enable the Remuneration Committee to make awards under the Distell CSP Scheme prior to the end of the Restricted Period, in respect of which the relevant resolution has been proposed in the Notice of the General Meeting which accompanies this Distell Incentive Plan Circular.

4. **DISTELL DIRECTORS’ RESPONSIBILITY STATEMENT**

The Distell Directors, whose names appear on page 9 of this Distell Incentive Plan Circular, collectively and individually accept full responsibility for the accuracy of the information given in this Distell Incentive Plan Circular, and certify that, to the best of their knowledge and belief, there are no facts, the omission of which would make any statement in this Distell Incentive Plan Circular false or misleading and that they have made all reasonable enquiries to ascertain such facts and that this Distell Incentive Plan Circular contains all information required by the Listings Requirements.

5. **CONSENTS**

The advisers to Distell and DGHL as mentioned on the inside front cover of this Distell Incentive Plan Circular have provided written consent to act in the capacity stated and to their names being used in this Distell Incentive Plan Circular, and have not withdrawn their consent prior to the publication of this Distell Incentive Plan Circular.

6. **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at the registered office of Distell during normal business hours on any Business Day from Wednesday, 20 September 2017, up to and including Friday, 27 October 2017:

- the DGHL CSP Scheme Rules;
- the Distell CSP Scheme Rules; and
- a signed copy of this Distell Incentive Plan Circular.

For and on behalf of the Distell Directors

JJ Durand
Chairman
Stellenbosch

Tuesday, 12 September 2017



Distell Group Limited

(Incorporated in the Republic of South Africa)

(Registration Number: 1988/005808/06)

JSE Code: DST ISIN: ZAE000028668

("Distell" or "the Company")

Distell Directors

Executive

Richard Rushton

Lucas Verwey

Non-executive

Jannie Durand

Pieter Louw (alternate)

Ethel Matenge-Sebesho

Chris Otto

Independent Non-executive

Piet Beyers

Gugu Dingaan (alternate)

Dr Prieur du Plessis

Joe Madungandaba

Louisa Mojela

André Parker

Catharina Sevillano-Barredo

Ben van der Ross

NOTICE CONVENING DISTELL GENERAL MEETING

All terms defined in the Distell Incentive Plan Circular to which this Notice of the Distell General Meeting is attached shall bear the same meanings herein.

Notice is hereby given to Distell Shareholders that a general meeting of the Distell Shareholders will be held at 12h30, or as soon as possible thereafter once the Distell Scheme Meeting concludes, at Van Ryn's Distillery & Brandy Cellar, Van Ryn Road, Vlottenburg, Stellenbosch, Western Cape, 7600, on Friday, 27 October 2017 to consider and, if deemed fit, pass, with or without amendment, the advisory vote and the ordinary resolutions set out hereunder, in the manner required by the Listings Requirements.

RECORD DATES, PROXIES AND VOTING

Notice of Distell General Meeting

The record date on which Distell Shareholders must be recorded as such in the Register maintained by the Transfer Secretaries of the Company for the purposes of being entitled to receive notice of the Distell General Meeting, is Friday, 20 October 2017.

Quorum

A quorum for the purposes of considering the advisory vote and ordinary resolutions below shall consist of 3 Distell Shareholders personally present (or represented by proxy) and entitled to vote at the Distell General Meeting. In addition, a quorum shall comprise at least 25% of all voting rights entitled to be exercised by Distell Shareholders in respect of the advisory vote and ordinary resolutions below.

Voting and proxies

The record date on which Distell Shareholders must be recorded as such in the Register maintained by the Transfer Secretaries of the Company for the purposes of being entitled to attend and vote at the Distell General Meeting is Friday, 20 October 2017. Accordingly, the last day to trade for the purposes of being entitled to attend and vote at the Distell General Meeting, is Tuesday, 17 October 2017.

In terms of section 62(3)(e) of the Companies Act:

- A Distell Shareholder who is entitled to attend and vote at the Distell General Meeting is entitled to appoint a proxy, or 2 or more proxies, to attend and participate in and vote at the Distell General Meeting in the place of the Distell Shareholder, by completing the form of proxy in accordance with the instructions set out herein, and Distell Shareholders are referred to the attached form of proxy (*blue*) in this regard.

- A proxy need not be a Distell Shareholder.
- Distell Shareholders recorded in the Register on the Voting Record Date, and their proxies are required to provide reasonably satisfactory identification, to the satisfaction of the Chairman of the Distell General Meeting, before being entitled to attend or participate in the Distell General Meeting. Forms of identification include valid identity documents or smart cards, driver's licences and passports.

Distell Shareholders who have not Dematerialised their Distell Shares or who have Dematerialised their Distell Shares with "own name" registration are entitled to attend and vote at the Distell General Meeting and are entitled to appoint a proxy or proxies to attend, speak and vote in their stead. The person so appointed need not be a shareholder of the Company. Forms of proxy must be forwarded to reach the registered office of the Company or the Company's Transfer Secretaries, Computershare Investor Services Proprietary Limited, 15 Biermann Avenue, Rosebank, 2196, or posted to the Transfer Secretaries at PO Box 61051, Marshalltown, 2107, South Africa or emailed to Proxy@computershare.co.za so as to be received by them by no later than 12:30 (South African Standard time), on Wednesday, 25 October 2017. Any forms of proxy not lodged by this time must be handed to the Chairperson of the Distell General Meeting.

Forms of proxy must only be completed by Distell Shareholders who have Dematerialised their Distell Shares with "own name" registration or who have not Dematerialised their Distell Shares.

Distell Shareholders who have Dematerialised their Distell Shares, other than those Distell Shareholders who have Dematerialised their Distell Shares with "own name" registration, who are unable to attend the Distell General Meeting but wish to be represented thereat, should contact their CSDP or broker (as the case may be) in the manner and time stipulated in their agreement entered into by such Distell Shareholder and the CSDP or broker (as the case may be) to furnish the CSDP or broker (as the case may be) with their voting instructions and, in the event that such Distell Shareholders wish to attend the Distell General Meeting, to obtain the necessary authority to do so. Such Distell Shareholders who wish to attend the Distell General Meeting in person must obtain the necessary letter of representation from their CSDP or broker.

Distell Shares held by a share trust or scheme will not have their votes at meetings taken into account for the purposes of resolutions proposed in terms of the JSE Listings Requirements.

ELECTRONIC PARTICIPATION

Distell Shareholders or their proxies may participate in (but not vote at) the Distell General Meeting by way of electronic communication and, if they wish to do so:

- must contact the Company (by email at the address homalan@distell.co.za or telephone at + 27 21 809 8104) by no later than 09h00 on Wednesday, 25 October 2017 in order to obtain a pin number and dial-in details for that conference call;
- will be required to provide reasonably satisfactory identification; and
- will be billed separately by their own telephone service providers for their telephone call to participate in the Distell General Meeting,

provided that Distell Shareholders and their proxies will not be able to vote telephonically (or by any other form of electronic voting) at the Distell General Meeting and will still need to appoint a proxy to vote on their behalf at the Distell General Meeting.

ADVISORY VOTE NUMBER 1 – Approval of the DGHL CSP Scheme

As set out in paragraph 3 of this Distell Incentive Plan Circular, the sole shareholder of DGHL, Remgro Beverages, has approved the implementation of the DGHL CSP Scheme in relation to DGHL, subject to the conditions detailed in paragraph 3.1.1 of this Distell Incentive Plan Circular being met.

Accordingly, Distell Shareholders are requested to approve the implementation of the DGHL CSP Scheme in relation to DGHL by way of an advisory vote, provided (i) the Capevin Shareholders adopt a substantially similar advisory vote at the Capevin Scheme Meeting, in terms of which advisory vote the Capevin Shareholders approve, in relation to DGHL, the DGHL CSP Scheme, (ii) the Remuneration Committee of DGHL, upon its constitution and appointment, ratify the adoption of the DGHL CSP Scheme in relation to DGHL; and (iii) the Transaction is implemented.

Advisory Vote No 1

“Resolved as an advisory vote that, subject to the Capevin Shareholders approving the implementation of the DGHL CSP Scheme in relation to DGHL by way of an advisory vote, the Remuneration Committee of DGHL, upon its constitution and appointment, ratifying the adoption of the DGHL CSP Scheme in relation to DGHL and the Transaction being implemented, the implementation of the DGHL CSP Scheme, as set out in the CSP Scheme Rules, in relation to DGHL be and is hereby approved.

EXPLANATORY NOTES:

If Advisory Vote No 1 is approved with the requisite majority, the Capevin Shareholders approve the implementation of the CSP Scheme in relation to DGHL by way of an advisory vote, the Remuneration Committee of DGHL, upon its constitution and appointment, ratify the adoption of the DGHL CSP Scheme in relation to DGHL and the Transaction is implemented, the DGHL CSP Scheme will be implemented in relation to DGHL.

Although the principal terms of the DGHL CSP Scheme, summarised in this Distell Incentive Plan Circular to which this notice is attached, contain what the Distell Directors believe to be a summary of the salient terms of the DGHL CSP Scheme, it does not summarise every proposed term of the DGHL CSP Scheme in detail. Distell Shareholders are hereby referred to the DGHL CSP Scheme Rules containing all of the terms applicable to the proposed DGHL CSP Scheme, a copy of which will be available for inspection by Distell Shareholders as set out in paragraph 6 of this Distell Incentive Plan Circular.

The JSE has approved the proposed DGHL CSP Scheme in relation to DGHL, subject to (i) the approval of Advisory Vote No 1 by the requisite majority of Distell Shareholders, (ii) the Capevin Shareholders approving the implementation of the DGHL CSP Scheme in relation to DGHL by way of an advisory vote at the Capevin General Meeting, (iii) the Remuneration Committee of DGHL, upon its constitution and appointment, ratifying the adoption of the DGHL CSP Scheme in relation to DGHL; and (iv) the Transaction being implemented.

The voting thresholds applicable to companies listed on the JSE shall be applicable to this advisory vote as if this advisory vote is governed in terms of the Listings Requirements. Accordingly, the approval of at least 75% of the votes cast in favour of this advisory vote by all equity securities holders present or represented by proxy at the Distell General Meeting, is required to approve this advisory vote.

ORDINARY RESOLUTION NUMBER 1 – Approval of the Distell CSP Scheme

As set out in paragraph 3.2 of this Distell Incentive Plan Circular, it is proposed that the Distell CSP Scheme be implemented in relation to Distell, provided the required approval by ordinary resolution (requiring a 75% majority vote) of Distell Shareholders at the Distell General Meeting is obtained. If the Transaction is implemented, the Distell CSP Scheme will terminate.

Accordingly, Distell Shareholders are requested to approve the implementation of the Distell CSP Scheme in relation to Distell by way of an ordinary resolution.

Ordinary Resolution No 1

“Resolved that the implementation of the Distell CSP Scheme, as set out in the Distell CSP Scheme Rules, in relation to Distell be and is hereby approved.”

EXPLANATORY NOTES:

Although the principal terms of the Distell CSP Scheme, summarised in this Distell Incentive Plan Circular to which this notice is attached, contain what the Distell Directors believe to be a summary of the salient terms of the Distell CSP Scheme, it does not summarise every proposed term of the Distell CSP Scheme in detail. Distell Shareholders are hereby referred to the Distell CSP Scheme Rules containing all of the terms applicable to the proposed Distell CSP Scheme, a copy of which will be available for inspection by Distell Shareholders as set out in paragraph 6 of this Distell Incentive Plan Circular.

The JSE has approved the proposed the Distell CSP Scheme in relation to Distell, subject to the required approval by the Company’s shareholders in terms of this ordinary resolution being obtained.

In terms of the Listings Requirements, the approval of at least 75% of the votes cast in favour of this resolution by all equity securities holders present or represented by proxy at the Distell General Meeting, is required to approve this resolution.

ORDINARY RESOLUTION NUMBER 2 – Approval of the making of awards under the Distell CSP Scheme, prior to the end of the Restricted Period

As set out in paragraph 3.2.6 of this Distell Incentive Plan Circular, the Distell Remuneration Committee intends to make awards under the Distell CSP Scheme, assuming it is approved in terms of Ordinary Resolution 1, prior to the end of the Restrictive Period. In order to do so, the prior approval of Distell Shareholders is required in terms of section 126 of the Companies Act.

Accordingly, Distell Shareholders are requested to approve the making of awards by the Distell Remuneration Committee, prior to the end of the Restricted Period.

Ordinary Resolution No 2

“Resolved that, subject to Ordinary Resolution No 1 being passed, the making of awards in terms of the Distell CSP Scheme by the Distell Remuneration Committee, prior to the last day to trade Distell Shares in order to be able to participate in the Distell Scheme, as detailed in the Distell Circular, be and is hereby approved.”

EXPLANATORY NOTES:

In order for the Distell Remuneration Committee to be able to make awards under the Distell CSP Scheme, prior to the end of the Restricted Period, the prior approval of the TRP and Distell Shareholders must be obtained. This resolution seeks to procure the required prior approval of Distell Shareholders.

In terms of the Companies Act, the approval of more than 50% of the votes cast in favour of this resolution by all equity securities holders present or represented by proxy at the Distell General Meeting, is required to approve this resolution.

ORDINARY RESOLUTION NUMBER 3 – Authority to implement the above resolutions**Authority to implement the above resolutions**

“Resolved that each and every director of Distell be and is hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the implementation of the resolutions passed at this meeting”.

Reason for and effect of ordinary resolution number 3

Ordinary resolution number 3, if passed, will enable the DGHL Directors and the Distell Directors, as the case may be, to action what is required to implement the resolutions detailed in this notice of the Distell General Meeting.

In terms of the Companies Act, the approval of more than 50% of the votes cast in favour of this resolution by all equity securities holders present or represented by proxy at this Distell General Meeting is required to approve this resolution.

By order of the Board

Distell Group Limited**Registered office**

Distell Group Limited
Aan-de-Wagenweg
Stellenbosch, 7599
(PO Box 184, Stellenbosch, 7600)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
(Registration number: 2004/003647/07)
15 Biermann Avenue
Rosebank, 2196
(PO Box 61051, Marshalltown, 2107)



DISTELL

Distell Group Limited

(Incorporated in the Republic of South Africa)

(Registration Number: 1988/005808/06)

JSE Code: DST ISIN: ZAE000028668

("Distell" or "the Company")

FORM OF PROXY

Where appropriate and applicable, the terms defined in the Distell Incentive Plan Circular to which this form of proxy is attached and forms part of bear the same meanings in this form of proxy.

For use by Distell Shareholders holding Certificated Distell Shares and/or Dematerialised Distell Shareholders who have elected "own-name" registration, nominee companies of CSDPs and Brokers' nominee companies, registered as such at the close of business on **Friday, 20 October 2017** (the "**Voting Record Date**"), at the Distell General Meeting to be held at 12h30, or as soon as possible thereafter once the Distell Scheme Meeting concludes, on Friday, 27 October 2017, at Van Ryn's Distillery & Brandy Cellar, Van Ryn Road, Vlotenburg, Stellenbosch, 7600 (the "**Distell General Meeting**") or any postponement or adjournment thereof.

If you are a Dematerialised Distell Shareholder, other than with "own-name" registration, do not use this form. Dematerialised Distell Shareholders, other than with "own-name" registration, should provide instructions to their appointed CSDP or Broker in the form as stipulated in the agreement entered into between the shareholder and the CSDP or Broker.

Companies and other corporate bodies who are Distell Shareholders having shares registered in their own names may, instead of completing this form of proxy, appoint a duly authorised representative to represent them and exercise all of their rights at the Distell General Meeting by giving written notice to Distell of the appointment of that representative.

Each Distell Shareholder is entitled to appoint 1 or more proxies (who need not be shareholders of the Company) to attend, speak and vote in place of that Distell Shareholder at the Distell General Meeting.

Please read the notes on the reverse hereof carefully, which, amongst other things, set out the rights of Distell Shareholders in terms of section 58 of the Companies Act with regard to the appointment of proxies.

I/We (FULL NAME IN BLOCK LETTERS PLEASE)

of (ADDRESS)

Telephone number

Cellphone number

Email address

being the holder/s of

Distell Shares hereby appoint:

1. or failing him/her,

2. or failing him/her,

3. the Chairman of the Distell General Meeting,

as my/our proxy to attend and speak and to vote for me/us and on my/our behalf at the Distell General Meeting and at any adjournment or postponement thereof, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the Distell General Meeting, and to vote on the advisory vote and ordinary resolutions in respect of the ordinary shares registered in my/our name(s), in the following manner (see note 1):

| | Number of votes (Shares) | | |
|---|--------------------------|----------|----------|
| | *For | *Against | *Abstain |
| Advisory vote – Approval of the DGHL CSP Scheme | | | |
| Ordinary resolution number 1 – Approval of the Distell CSP Scheme | | | |
| Ordinary resolution number 2 – Approval of the making of awards under the Distell CSP Scheme, prior to the end of the Restricted Period | | | |
| Ordinary resolution number 3 – Authority to implement the above resolutions | | | |

* One vote per share held by Distell Shareholders recorded in the Register on the Voting Record Date.

* Mark "for", "against" or "abstain" as required. If no options are marked the proxy will be entitled to vote as he/she thinks fit.

* However, if you wish to cast your votes in respect of a lesser number of Distell Shares than you own in the Company, insert the number of shares in respect of which you desire to vote.

Unless otherwise instructed, my/our proxy may vote or abstain from voting as he/she thinks fit.

Signed this

day of

2017

Signature

Assisted by me (where applicable)

(State capacity and full name)

A Distell Shareholder entitled to attend and vote at the Distell General Meeting is entitled to appoint a proxy to attend, vote and speak in his/her stead. A proxy need not be a member of the Company. Each Distell Shareholder is entitled to appoint one or more proxies to attend, speak and, on a poll, vote in place of that Distell Shareholder at the Distell General Meeting.

Forms of proxy must be deposited at the Transfer Secretaries, Computershare Investor Services Proprietary Limited, 15 Biermann Avenue, Rosebank, 2196, Republic of South Africa, or posted to P O Box 61051, Marshalltown, 2107, or at the registered office of the Company, so as to arrive by no later than 12h30 on Wednesday, 25 October 2017. Alternatively, forms of proxy must be lodged with or mailed to the Transfer Secretaries – to be received by no later than 12h30 on Wednesday, 25 October 2017 (or 48 hours (on Business Days only) before the resumption of an adjourned Distell General Meeting which date, if necessary, will be released on SENS). Alternatively, this form of proxy may be handed to the Chairperson of the Distell General Meeting before the Distell General Meeting commences at 12h30, or as soon as possible thereafter as the Distell Scheme Meeting concludes on, Friday, 27 October 2017.

Please read the notes on the reverse side hereof.

Notes:

1. This form of proxy is only to be completed by those ordinary Distell Shareholders who:
 - (a) hold Distell Shares in certificated form; or
 - (b) are recorded in the sub-register in electronic form in their "own name", on the date on which Distell Shareholders must be recorded as such in the Register maintained by the Transfer Secretaries, Computershare Investor Services Proprietary Limited, 15 Biermann Avenue, Rosebank, 2196 or at the registered office of the Company, in order to vote at the Distell General Meeting being held on Friday, 27 October 2017, and who wish to appoint another person to represent them at the Distell General Meeting.
 2. This form of proxy will apply to all the Distell Shares registered in the name of the Distell Shareholder who signs this form of proxy on the Voting Record Date (and all the votes associated with those shares) unless a lesser number of Distell Shares is inserted.
 3. Certificated Distell Shareholders wishing to attend the Distell General Meeting must, before the meeting, verify with the Transfer Secretaries of the Company (being Computershare Investor Services Proprietary Limited) that their Distell Shares are registered in their name.
 4. Beneficial Distell Shareholders whose Distell Shares are not registered in their "own-name", but in the name of another, for example, a nominee, may not complete a proxy form, unless a form of proxy is issued to them by a registered Distell Shareholder and they should contact the registered Distell Shareholder for assistance in issuing instructions on voting their Distell Shares, or obtaining a proxy to attend, speak and, on a poll, vote at the Distell General Meeting.
 5. A Distell Shareholder may insert the name of a proxy or the names of two alternative proxies of the Distell Shareholder's choice in the space provided, with or without deleting "the Chairman of the Distell General Meeting". The person whose name stands first on this form of proxy and who is present at the Distell General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
 6. The proxy appointed in this form of proxy may delegate the authority given to him or her in this form of proxy by delivering to Distell, in the manner required by these instructions, a further form of proxy which has been completed in a manner consistent with the authority given to the proxy in this form of proxy.
 7. Unless revoked in the manner contemplated in note 10 below, the appointment of proxy in terms of this form of proxy shall remain valid until the end of the Distell General Meeting, even if the Distell General Meeting or a part thereof is postponed or adjourned. This form of proxy shall not be used at the resumption of the Distell General Meeting (if adjourned), if it could not have been used at the Distell General Meeting from which the adjournment took place for any reason other than that it was not lodged timely for the Distell General Meeting from which the adjournment took place.
 8. A Distell Shareholder's instructions to the proxy must be indicated by means of a tick or a cross in the appropriate box provided. However, if you wish to cast your votes in respect of a lesser number of Distell Shares than you own in the Company, insert the number of Distell Shares in respect of which you desire to vote in the space provided. If: (i) a Distell Shareholder fails to comply with the above; or (ii) gives contrary instructions in relation to any matter or any additional resolution(s) which are properly put before the meeting; or (iii) the resolution listed in the proxy form is modified or amended, the shareholder will be deemed to authorise the Chairman of the Distell General Meeting, if the Chairman is the authorised proxy, to vote in favour of the resolutions at the Distell General Meeting, or any other proxy to vote or to abstain from voting at the Distell General Meeting as he/she deems fit, in respect of all the Distell Shareholder's votes exercisable thereat. If, however, the Distell Shareholder has provided further written instructions which accompany this form of proxy and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in (i) to (iii) above, then the proxy shall comply with those instructions.
 9. The forms of proxy should be lodged at the Transfer Secretaries, Computershare Investor Services Proprietary Limited, 15 Biermann Avenue, Rosebank, 2196 or posted to PO Box 61051, Marshalltown, 2107 or at the registered office of the Company, so as to be received by no later than 12h30 on Wednesday, 25 October 2017, but subject to note 18.
 10. The completion and lodgement of this form of proxy will not preclude the relevant Distell Shareholder from attending the Distell General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Distell Shareholder wish to do so. Accordingly, the appointment of a proxy in terms hereof is suspended at any time and to the extent that the Distell Shareholder chooses to act directly and in person in the exercise of any rights as a Distell Shareholder. In addition to the foregoing, a shareholder 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 Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Distell Shareholder as at the later of the date stated in the revocation instrument, if any, and the date on which the revocation instrument was delivered in the required manner.
 11. The Chairman of the Distell General Meeting may reject or accept any form of proxy which is completed and/or received, other than in compliance with these notes provided that, in respect of acceptances, he is satisfied as to the manner in which the Distell Shareholder(s) concerned wish(es) to vote.
 12. Any alteration to this form of proxy, other than a deletion of alternatives, must be initiated by the signatory/ies.
 13. 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 such authority has previously been recorded by the Company or the Transfer Secretaries, Computershare Investor Services Proprietary Limited or waived by the Chairman of the Distell General Meeting.
 14. 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, Computershare Investor Services Proprietary Limited, or the Company.
 15. Where there are joint holders of shares:
 - 15.1 any one holder may sign this form of proxy; and
 - 15.2 the vote of the senior who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of shares. For this purpose, seniority will be determined by the order in which the names of Distell Shareholders appear in the Register.
 16. If duly authorised, companies and other corporate bodies who are Distell Shareholders having shares registered in their own name may, instead of completing this form of proxy, appoint a representative to represent them and exercise all of their rights at the Distell General Meeting by giving written notice of the appointment of that representative to the Company. This notice will not be effective at the Distell General Meeting unless it is accompanied by a duly certified copy of the resolution or other authority in terms of which that representative is appointed and is received at Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001 or at the registered office of the Company, to reach the Company by no later than 12h30 on Wednesday, 25 October 2017. Alternatively, this form of proxy may be handed to the Chairperson of the Distell General Meeting before the Distell General Meeting commences at 12h30 or as soon as possible thereafter as the Distell Scheme Meeting concludes on Friday, 27 October 2017.
 17. This form of proxy may be used at any adjournment or postponement of the Distell General Meeting, including any postponement due to a lack of quorum, unless withdrawn by the Distell Shareholder.
 18. Forms of proxy must be lodged with or mailed to the Transfer Secretaries - to be received by no later than 12h30 on Wednesday, 25 October 2017 (or 48 hours (on Business Days only) before the resumption of an adjourned Distell General Meeting which date, if necessary, will be released on SENS). Alternatively, this form of proxy may be handed to the Chairperson of the Distell General Meeting before the Distell General Meeting commences at 12h30, or as soon as possible thereafter as the Distell Scheme Meeting concludes, on Friday, 27 October 2017.
 19. If this form of proxy has been delivered to Distell, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Distell MOI to be delivered by Distell to the Distell Shareholder must be delivered by the Company to (i) the Distell Shareholder or (ii) the proxy or proxies, if the Distell Shareholder has directed Distell in writing to do so and paid any reasonable fee charged by Distell for doing so.
 20. The foregoing notes contain a summary of the relevant provisions of section 58 of the Companies Act, as required in terms of that section. In addition, an extract from the Companies Act reflecting the provisions of section 58 of the Companies Act, is provided below.
- Extract from the Companies Act**
"58. Shareholder right to be represented by proxy
- (1) At any time, a shareholder of a company may appoint any individual, including an individual who is not a shareholder of that company, as a proxy to:
 - (a) participate in, and speak and vote at, a shareholders meeting on behalf of the shareholder; or
 - (b) give or withhold written consent on behalf of the shareholder to a decision contemplated in section 60.
 - (2) A proxy appointment -
 - (a) must be in writing, dated and signed by the shareholder; and
 - (b) remains valid for -
 - (i) one year after the date on which it was signed; or
 - (ii) any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in subsection (4)(c), or expires earlier as contemplated in subsection (8)(d).
 - (3) Except to the extent that the Memorandum of Incorporation of a company provides otherwise -
 - (a) a shareholder of that company may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder;
 - (b) a proxy may delegate the proxy's authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
 - (c) a copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company, before the proxy exercises any rights of the shareholder at a shareholders meeting.
 - (4) Irrespective of the form of instrument used to appoint a proxy -
 - (a) the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder.
 - (b) the appointment is revocable unless the proxy appointment expressly states otherwise; and
 - (c) if the appointment is revocable, a shareholder 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 company.
 - (5) The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of -
 - (a) the date stated in the revocation instrument, if any; or
 - (b) the date on which the revocation instrument was delivered as required in subsection (4)(c)(ii).
 - (6) If the instrument appointing a proxy or proxies has been delivered to a company, as long as that appointment remains in effect, any notice that is required by this Act or the company's Memorandum of Incorporation to be delivered by the company to the shareholder must be delivered by the company to -
 - (a) the shareholder; or
 - (b) the proxy or proxies, if the shareholder has:
 - (i) directed the company to do so, in writing; and
 - (ii) paid any reasonable fee charged by the company for doing so.
 - (7) A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the Memorandum of Incorporation, or the instrument appointing the proxy, provides otherwise.
 - (8) If a company issues an invitation to shareholders to appoint one or more persons named by the company as a proxy, or supplies a form of instrument for appointing a proxy -
 - (a) the invitation must be sent to every shareholder who is entitled to notice of the meeting at which the proxy is intended to be exercised;
 - (b) the invitation, or form of instrument supplied by the company for the purpose of appointing a proxy, must:
 - (i) bear a reasonably prominent summary of the rights established by this section;
 - (ii) contain adequate blank space, immediately preceding the name or names of any person or persons named in it, to enable a shareholder to write in the name and, if so desired, an alternative name of a proxy chosen by the shareholder; and
 - (iii) provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution or resolutions to be put at the meeting, or is to abstain from voting;
 - (c) the company must not require that the proxy appointment be made irrevocable; and
 - (d) the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, subject to subsection (5).
 - (9) Subsection (8)(b) and (d) do not apply if the company merely supplies a generally available standard form of proxy appointment on request by a shareholder."

