



**Lewis Group Limited**

(Incorporated in the Republic of South Africa)  
 (Registration number: 2004/009817/06)  
 Share code: LEW ISIN: ZAE000058236  
 ("Lewis Group" or "the company")

For use at the annual general meeting of the company to be held at Lewis Group head office, 53A Victoria Road, Woodstock, on Friday, 13 August 2010 ("the annual general meeting").

Not to be used by beneficial holders of shares who have dematerialised their shares ("dematerialised shares") through a Central Securities Depository Participant ("CSDP") or broker, as the case may be, unless you are recorded on the sub-register as an "own name" dematerialised shareholder ("own name dematerialised shareholder"). Generally, you will not be an own name dematerialised shareholder unless you have specifically requested the CSDP to record you as the holder of the shares in your own name in the company's sub-register.

Only for use by certificated, own name dematerialised shareholders and CSDPs or brokers (or their nominees) registered in the company's sub-register as the holder of dematerialised ordinary shares.

**Each shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies (none of whom need be a shareholder of the company) to attend, speak and vote in place of that member at the annual general meeting, and at any adjournment thereafter.**

I/We (block letters), \_\_\_\_\_

Of (address) \_\_\_\_\_

Telephone: (Work) \_\_\_\_\_ Telephone: (Home) \_\_\_\_\_

Being the holder/s of \_\_\_\_\_ ordinary shares in the company, hereby appoint (see instruction overleaf)

1. \_\_\_\_\_ or failing him/her
2. \_\_\_\_\_ or failing him/her
3. The chairperson of the annual general meeting,

as my/our proxy to attend, speak and vote (or abstain from voting) and act for me/us and on my/our behalf at the annual general meeting which will be held for the purpose of considering and if deemed fit passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof and to vote for or against such resolutions or to abstain from voting in respect of the shares in the issued capital of the company registered in my/our name/s in accordance with the following instructions (see instruction overleaf)

	Insert an "X"		
	In favour of	Against	Abstain
Ordinary resolution 1 Approval of annual financial statements			
Ordinary resolution 2.1 Election of Zarina Bibi Mahomed Bassa as director			
Ordinary resolution 2.2 Election of Leslie Alan Davies as director			
Ordinary resolution 2.3 Election of Johan Enslin as director			
Ordinary resolution 2.4 Election of Myra Sizakele Pinkie Marutlulle as director			
Ordinary resolution 2.5 Election of Benedict James van der Ross as director			
Ordinary resolution number 3 Approval of directors' fees for the year to 31 March 2011			
Ordinary resolution number 4 Approval of reappointment of auditors			
Ordinary resolution number 5 General authorisation of directors			

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of shares than you own in the company, insert the number of shares held in respect of which you desire to vote (instruction overleaf).

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2010

Signature/s \_\_\_\_\_  
 (Authority of signatory to be attached if applicable – see instruction overleaf)

Assisted by \_\_\_\_\_  
 (where applicable)

Telephone number: \_\_\_\_\_

Please read the notes on reverse side.

## FORM OF PROXY (CONTINUED)

### INSTRUCTIONS ON SIGNING AND LODGING THE PROXY FORM:

1. A certificated or own name dematerialised shareholder or CSDP or broker registered in the company's sub-register may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting "the chairman of the annual general meeting", but any such deletion must be initialled by the shareholder. The person whose name stands first on the proxy form and who is present at the annual general meeting will be entitled to act as a proxy to the exclusion of those whose names follow thereafter. If no proxy is inserted in the spaces provided, then the chairperson shall be deemed to be appointed as the proxy to vote or abstain as the chairperson deems fit.
2. A shareholder's voting instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided. If there is no clear indication as to the voting instructions to the proxy, the proxy will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
3. 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.
4. To be valid the completed proxy forms must be forwarded to reach the company's transfer secretaries, Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2017), or lodged with the company secretary to be received by no later than 10:00 on Thursday, 12 August 2010.
5. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the transfer secretaries or waived by the chairman of the annual general meeting. CSDPs or brokers registered in the company's sub-register voting on instructions from owners of shares registered in the company's sub-sub-register, are requested that they identify the owner in the sub-sub-register on whose behalf they are voting and return a copy of the instruction from such owner to the company's secretary together with this form of proxy.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, for which purpose seniority will be determined by the order in which the names appear on the register of shareholders in respect of the joint holding.
7. The completion and lodging of this proxy form shall not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof, should such member wish to do so.
8. The completion of any blank spaces overleaf need to be initialled. Any alterations or corrections to this proxy form must be initialled by the signatory/ies but may not be accepted by the chairperson.
9. The chairman of the annual general meeting may in his absolute discretion reject or accept any proxy form which is completed other than in accordance with these notes.
10. If required, additional forms of proxy are available from the secretary of the company.
11. Shareholders which are a company or body corporate may by resolution of their directors, or other governing body, authorise any person to act as their representative.  
  
The representative will be counted in the quorum and will be entitled to vote on a show of hands or on a poll.