

Form of proxy

PHUTHUMA NATHI INVESTMENTS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2006/015187/06)

("the company")

For use by members at the annual general meeting to be held on Thursday 1 September 2011, immediately after the conclusion of the MultiChoice South Africa Holdings (Proprietary) Limited annual general meeting, which is scheduled to be held at 11:00 on that day.

I/We

(Name in block letters)

of

(Address)

being the holder(s) of ordinary shares

in the company, hereby appoint (see note 1)

1. or failing him/her

2. or failing him/her

3. the chairman of the company, or failing him, the chairman of the annual general meeting

as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the company to be held on Thursday 1 September 2011, at the Walter Sisulu Auditorium, immediately after the conclusion of the MultiChoice South Africa Holdings (Proprietary) Limited annual general meeting, or at any adjournment thereof.

I/We desire to vote as follows (see note 8):

	For	Against	Abstain
Ordinary resolution 1: Approval of annual financial statements			
Ordinary resolution 2: Confirmation of and approval of payment of dividends			
– ordinary and preference share dividends			
– special preference share dividend			
Ordinary resolution 3: Reappointment of PricewaterhouseCoopers Inc. as auditor			
Ordinary resolution 4: Appointment of the following audit committee members:			
M Langa			
P Goldhawk			
C Mack			
Ordinary resolution 5: Re-election of P Goldhawk as a director			
Ordinary resolution 6: Approval of general authority to place unissued shares under the control of the directors			
Ordinary resolution 7: Authorisation to implement all resolutions adopted at annual general meeting			

and generally to act as my/our proxy at the said annual general meeting.

Signed at _____ on this _____ day of _____ 2011

Signature _____ Assisted (where applicable) _____

Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder(s) of the company).

Please see notes overleaf

Notes to form of proxy

The following provisions shall apply in relation to proxies:

1. A shareholder of the company may appoint any individual (including an individual who is not a shareholder of the company) as a proxy to participate in, and speak and vote at, the annual general meeting of the company. A shareholder may therefore insert the name of a proxy or the names of two alternative proxies of the member's choice in the space provided, with or without deleting "the chairman of the company, or failing him, the chairman of the annual general meeting". 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 proxy to the exclusion of those whose names follow.
2. A shareholder 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.
3. A proxy instrument must be in writing, dated and signed by the shareholder.
4. A proxy may delegate his/her authority to act on behalf of the shareholder to another person subject to any restrictions set out in the instrument appointing the proxy.
5. 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 the annual general meeting.
6. Irrespective of the form of instrument used to appoint the proxy (i) 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 (ii) the appointment is revocable unless the proxy appointment expressly states otherwise and (iii) if the appointment is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing or making a later inconsistent appointment of a proxy and delivering a copy of the revocation instrument to the proxy and the company.
7. The 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 of the company, or the instrument appointing the proxy provides otherwise.
8. A shareholder's instructions to the proxy must be indicated by the insertion of an 'X' in the appropriate box provided. Failure to comply with the above will be deemed to authorise the chairman of the annual general meeting, if he is the authorised proxy, to vote in favour of the resolutions at the annual general meeting, or any other proxy to vote or abstain from voting at the annual general meeting as he/she deems fit, in respect of the member's total holding.
9. Every member present in person or by proxy and entitled to vote shall, on a show of hands, have only one vote and upon a poll, every member shall have one vote for every ordinary share held.
10. Documentary evidence establishing the authority of the person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company or waived by the chairman of the annual general meeting.
11. Forms of proxy must be lodged with the transfer secretaries, Link Market Services South Africa (Proprietary) Limited, 13th floor, Rennie House, 19 Ameshoff Street, Braamfontein 2001, or PO Box 4844, Johannesburg 2000, not less than forty-eight (48) hours (Saturdays, Sundays and public holidays not taken into consideration) before the annual general meeting.