

FORM OF PROXY (Yellow)
General Class E Meeting of Class E Linked Loan Holders
(for use by certificated and own name Linked Loan Unit)

For use by certificated registered Linked Loan Unit of the Company at the General Meeting of ESW Investment Group Limited to be held at 11:15 am on Wednesday, 25 August 2021 via Zoom Platform. General Class E Meeting of Class E Linked Loan Holders.

I/We _____ (please print full name)

Of _____ (address)

Telephone number: _____ Cell phone number: _____

Email address: _____

being the holder/s Linked Loan Unit in ESW Investment Group Limited, appoint (See Note 1)

1. _____ or failing him,

2. _____ or failing him,

3. the chairperson of the General Meeting,

as my/our proxy to act for me/us and on my/our behalf at the 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 and/or against the resolutions and/or abstain from voting in respect of the Ordinary Shares registered in my/our name/s, in accordance with the following instructions (see note 2):

Applicable to The Linked Loan Unit Holders (Subject to Director's Resolutions)

Resolutions proposed	Number of votes		
	For	Against	Abstain
Special resolution number 1 Approval of the Prospectus			
Ordinary resolution number 1 Directors' authorization			

(Indicate instruction to proxy by way of a cross in the relevant space provided above)

Signed at _____ on _____

Signature _____ Assisted by me (where applicable) Name _____

Capacity. _____ Signature _____

Notes:

1. This form is for use by Certificated Linked Loan Unit Holders" registration whose Securities are registered in their own names on the record date and who wish to appoint another person to represent them at the meeting. If duly authorized, companies and other corporate bodies who are Shareholders having Securities registered in their own names may appoint a proxy using this form, or may appoint a representative in accordance with the last paragraph below.

Other Shareholders should not use this form.

2. This proxy shall apply to all the Shares registered in the name of Shareholders at the record date unless a lesser number of shares are inserted.
3. A Linked Loan Unit Holder may appoint one person as his proxy by inserting the name of such proxy in the space provided. Any such proxy need not be a Shareholder of the Company. If the name of the proxy is not inserted, the chairman of the meeting will be appointed as proxy. If more than one name is inserted, then the person whose name appears first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of any persons whose names follow. The proxy appointed in this proxy form may delegate the authority given to him in this proxy by delivering to the Company, in the manner required by these instructions, a further proxy form which has been completed in a manner consistent with the authority given to the proxy of this proxy form.
4. Unless revoked, the appointment of proxy in terms of this proxy form remains valid until the end of the meeting even if the meeting or a part thereof is postponed or adjourned.
5. If:
 - 5.1 a Linked Loan Unit Holder does not indicate on this instrument that the proxy is to vote in favor of or against or to abstain from voting on any resolution; or
 - 5.2 the Linked Loan Unit Holder gives contrary instructions in relation to any matter; or
 - 5.3 any additional resolution/s which are properly put before the General Meeting; or
 - 5.4 any resolution listed in the proxy form is modified or amended, the proxy shall be entitled to vote or abstain from voting, as he thinks fit, in relation to that resolution or matter. If, however, the Linked Loan Unit Holder has provided further written instructions which accompany this form and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in 5.1 to 5.4, then the proxy shall comply with those instructions.
6. If this proxy is signed by a person (signatory) on behalf of the Shareholder, whether in terms of a power of attorney or otherwise, then this proxy form will not be effective unless:
 - 6.1 it is accompanied by a certified copy of the authority given by the Linked Loan Unit Holder to the signatory; or

6.2 the Company has already received a certified copy of that authority.

7. The chairman of the meeting may, at his discretion, accept or reject any proxy form or other written appointment of a proxy which is received by the chairman prior to the time when the meeting deals with a resolution or matter to which the appointment of the proxy relates, even if that appointment of a proxy has not been completed and/or received in accordance with these instructions. However, the chairman shall not accept any such appointment of a proxy unless the chairman is satisfied that it reflects the intention of the Shareholder appointing the proxy.
8. Any alterations made in this form of proxy must be initialed by the authorized signatory/ies.
9. This proxy form is revoked if the Linked Loan Unit Holder who granted the proxy:
 - 9.1 delivers a copy of the revocation instrument to the company and to the proxy or proxies concerned, so that it is received by the company by not later, 19 August 2021 at 10:00 am; or
 - 9.2 appoints a later, inconsistent appointment of proxy for the General Meeting; or
 - 9.3 attends the General Meeting in person.
10. If duly authorized, companies and other corporate bodies who are Linked Loan Unit Holder of the Company having Shares registered in their own name may, instead of completing this proxy form, appoint a representative to represent them and exercise all of their rights at the meeting by giving written notice of the appointment of that representative. This form will not be effective at the meeting unless it is accompanied by a duly certified copy of the resolution/s or other authorities in terms of which that representative is appointed and is received at the company's registered office along with this Form of Proxy.

Summary of rights established by section 166(1) of the Companies Act :

1. Any member of a company entitled to attend and vote at a meeting of the company shall be entitled to appoint (whether a member or not) as his proxy to attend, speak and vote in his stead at any meeting.
2. Every notice calling a meeting of a company shall be at the expense of the company and on the face of every proxy form issued at the company's expense there shall appear with reasonable prominence a statement that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and speak and vote at the meeting in his stead, and that a proxy need not also be a member of the company.
3. Any provision in a company's articles shall be void in so far as it would have the effect of requiring the instrument appointing a proxy, or any other document necessary to show the validity of or otherwise relating to the appointment of a proxy, to be received by the company as its registered office or by any other person more than forty-eight (48) hours before a meeting in order that the appointment may be effective.

Any other appointment, revocation of proxies shall be done in accordance with the provision Companies Act, 2009.