



| TELEMATICS  
MOBILE INFORMATION EXCHANGE

NOTICE OF ANNUAL GENERAL  
MEETING AND FORM OF PROXY 2017

[www.mixtelematics.com](http://www.mixtelematics.com)



## Notice of annual general meeting

---

### MiX TELEMATICS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1995/013858/06)

JSE share code: MIX ISIN: ZAE000125316

NYSE share code: MIXT

(“the Company” or “MiX Telematics” or “the Group”)

Notice is hereby given that the annual general meeting of shareholders (“the annual general meeting” or “the AGM”) of MiX Telematics will be held at Matrix Corner, Howick Close, Waterfall Park, Midrand, Johannesburg, on Wednesday, September 20, 2017 at 11h30 for the following purposes:

1. to consider and adopt the directors’ report, the annual financial statements, the Audit and Risk Committee report and the Social and Ethics Committee report of the Company for the year ended March 31, 2017 contained in the annual report and the Group and Company Financial Statements for the year ended March 31, 2017 (full copies of which are available on the Company’s website, [www.mixtelematics.com](http://www.mixtelematics.com));
2. to transact such other business as may be transacted at an annual general meeting of a company including the re-appointment of the auditors and re-election of retiring directors; and
3. to consider and, if deemed fit, to pass, with or without modification, the special and ordinary resolutions set out below, in the manner required by the Companies Act 71 of 2008, as amended (“the Companies Act”).

---

#### Important dates to note

**2017**

Record date for receipt of notice purposes	Thursday, June 15
Last day to trade in order to be eligible to participate in and vote at the annual general meeting	Tuesday, September 12
Record date for voting purposes (“voting record date”)	Friday, September 15
Annual general meeting held at 11h30 on	Wednesday, September 20
Results of AGM released on SENS	Wednesday, September 20

---

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

- a shareholder who is entitled to attend and vote at the annual general meeting is entitled to appoint a proxy or two or more proxies to attend and participate in and vote at the annual general meeting in the place of the shareholder, by completing the form of proxy in accordance with the instructions set out therein; and
- a proxy need not be a shareholder of the Company.

Kindly note that meeting participants (including proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in a meeting. In this regard, all shareholders recorded in the registers of the Company on the voting record date will be required to provide identification satisfactory to the Chairman of the annual general meeting. Forms of identification include valid identity documents, driver’s licenses and passports.

## Notice of annual general meeting

---

### Special Resolution Number 1: Repurchases of securities

“Resolved that the Company or any of its subsidiaries be and are hereby authorized by way of a general authority to acquire securities issued by the Company, in terms of sections 46 and 48 of the Companies Act, and subject to the following provisions of the JSE Listings Requirements:

- (a) any acquisition of securities shall be implemented through the order book of the JSE and without prior arrangement;
- (b) this general authority shall be valid until the Company’s next annual general meeting, provided that it shall not extend beyond 15 months from the date of passing this special resolution;
- (c) the Company (or any subsidiary) is duly authorized by its Memorandum of Incorporation (“**MOI**”) to do so;
- (d) acquisitions of securities in the aggregate may not exceed 20% in any one financial year (or 10% in aggregate where the acquisitions are effected by a subsidiary) of the Company’s issued ordinary share capital as at the date of passing this special resolution;
- (e) in determining the price at which securities issued by the Company are acquired by it or any of its subsidiaries in terms of this general authority, the maximum premium at which such securities may be acquired will be 10% of the weighted average of the market value on the JSE over the five business days immediately preceding the repurchase of such securities;
- (f) at any point in time the Company (or any subsidiary) may appoint only one agent to effect repurchases on its behalf;
- (g) repurchases may not take place during a prohibited period (as defined in paragraph 3.67 of the JSE Listings Requirements) unless a repurchase program is in place (where the dates and quantities of securities to be repurchased during the prohibited period are fixed) and has been submitted to the JSE in writing prior to the commencement of the prohibited period;
- (h) an announcement will be published as soon as the Company or any of its subsidiaries have acquired securities constituting, on a cumulative basis, 3% of the number of securities in issue prior to the granting of the repurchase authority and pursuant to which the aforesaid threshold is reached, and for each 3% in aggregate acquired thereafter, containing full details of such repurchases; and
- (i) the Board of Directors of the Company must resolve that the repurchase is authorized, the Company and its subsidiaries have passed the solvency and liquidity test, as set out in section 4 of the Companies Act, and since that test was performed, there have been no material changes to the financial position of the Group.”

In accordance with the JSE Listings Requirements the directors record that, depending on market conditions, there is an intention to effect a repurchase of the securities of the Company. The directors will utilise this general authority to repurchase securities as and when suitable opportunities present themselves, which may require expeditious and immediate action.

The directors undertake that, after considering the maximum number of securities that may be repurchased and the price at which the repurchases may take place pursuant to the general authority, for a period of 12 months after the date of notice of this annual general meeting:

- the Company and the Group will, in the ordinary course of business, be able to pay its debts;

## Notice of annual general meeting

---

- the consolidated assets of the Company and the Group fairly valued in accordance with International Financial Reporting Standards, will exceed the consolidated liabilities of the Company and the Group fairly valued in accordance with International Financial Reporting Standards; and
- the Company's and the Group's share capital, reserves and working capital will be adequate for ordinary business purposes.

The following additional information, some of which may appear in the Group and Company Financial Statements for the year ended March 31, 2017, is provided in terms of paragraph 11.26 of the JSE Listings Requirements for purposes of this general authority:

- Major beneficial shareholders - pages 113 to 114; and
- Capital structure of the Company - pages 53 to 61.

### Directors' responsibility statement

The directors, whose names appear on page 4 of the Group and Company Financial Statements for the year ended March 31, 2017, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the special resolution contains all information required by the Companies Act and the JSE Listings Requirements.

### Material changes

Other than the facts and developments reported on in the annual report and the Group and Company Financial Statements for the year ended March 31, 2017, there have been no material changes in the affairs or financial position of the Company and its subsidiaries since the date of signature of the audit report for the financial year ended March 31, 2017, and up to the date of this notice.

In order for Special Resolution Number 1 to be adopted, the support of at least 75% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

### Reason for and effect of Special Resolution Number 1: Repurchases of securities

The reason for Special Resolution Number 1 is to afford the directors of the Company (or a subsidiary of the Company) a general authority to effect a repurchase of the Company's securities. The effect of the resolution will be that the directors will have the authority, subject to the JSE Listings Requirements and the Companies Act, to effect repurchases of the Company's securities.

### Special Resolution Number 2: Financial assistance to related and inter-related companies

"Resolved that to the extent required by the Companies Act, the Board of Directors of the Company may, subject to compliance with the requirements of the Company's Memorandum of Incorporation, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, authorize the Company to provide direct or indirect financial assistance, as contemplated in sections 44 and 45 of the Companies Act, by way of loans, guarantees, the provision of security or otherwise, to any of its present or future subsidiaries and/or any other company or corporation that is or becomes related or inter-related (as defined in the Companies Act) to the Company for any purpose or in connection with any matter provided for in terms of sections 44 and 45 of the

## Notice of annual general meeting

---

Companies Act, such authority to endure for a period of two years after the adoption of this Special Resolution Number 2 or until its renewal, whichever is the earliest, and further provided that inasmuch as the Company's provision of financial assistance to its subsidiaries will at any and all times be in excess of one-tenth of 1% of the Company's net worth, the Company hereby provides notice to its shareholders of that fact."

In order for Special Resolution Number 2 to be adopted, the support of at least 75% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

### **Reason for and effect of Special Resolution Number 2: Financial assistance to related and inter-related companies**

The Company would like the ability to provide financial assistance, in appropriate circumstances and if the need arises, in accordance with sections 44 and 45 of the Companies Act. This authority is necessary for the Company to provide financial assistance in appropriate circumstances. Under the Companies Act, the Company will, however, require the special resolution referred to above to be adopted, provided that the Board of Directors of the Company are satisfied that the terms under which the financial assistance proposed to be given are fair and reasonable to the Company and, immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test contemplated in the Companies Act. In the circumstances and in order to, inter alia, ensure that the Company's subsidiaries and other related and inter-related companies and corporations have access to financing and/or financial backing from the Company (as opposed to banks), it is necessary to obtain the approval of shareholders, as set out in Special Resolution Number 2. Therefore, the reason for, and effect of, Special Resolution Number 2 is to permit the Company to provide direct or indirect financial assistance (within the meaning attributed to that term in sections 44 and 45 of the Companies Act) to the entities referred to in Special Resolution Number 2 above.

### **Special Resolution Number 3: Approval of fees payable to non-executive directors**

"Resolved that the fees payable by the Company to non-executive directors for their services as directors (in terms of section 66 of the Companies Act) be and are hereby approved for a period of two years from the passing of this resolution or until its renewal, whichever is the earliest, as follows:

*	R'000
Director's fee	330
Chairman (in addition to director's fee)	
– Board	360
– Lead Independent Director	240
– Audit and risk	240
– Nomination and remuneration	105
– Social and ethics	100
Committee fees (in addition to director's fee)	
– Audit and risk	170
– Nomination and remuneration	70
– Social and ethics	55

*\*The above fee excludes Value Added Tax which will be added by the directors in terms of current Value Added Tax legislation in South Africa, if applicable.*

In order for Special Resolution Number 3 to be adopted, the support of at least 75% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

## Notice of annual general meeting

---

### **Reason for and effect of Special Resolution Number 3: Approval of fees payable to non-executive directors**

The reason for Special Resolution Number 3 is to obtain shareholder approval by way of special resolution in accordance with section 66(9) of the Companies Act for the payment by the Company of remuneration to each of the non-executive directors of the Company for each non-executive director's services as a non-executive director in the amounts set out under Special Resolution Number 3.

The fees for the one year period as set out in the notice of annual general meeting reflect an increase of between 0% and 10% to the fees currently paid to the non-executive directors (which fees were approved for a period of two years at the annual general meeting held on September 16, 2015) and includes a proposed additional fee payable to the Lead Independent Director, appointed on 3 October 2016. The fees are proposed and reviewed by the Nomination and Remuneration Committee and are determined with reference to the fees paid by comparable companies, the responsibilities taken by the non-executive directors and the importance attached to the retention and attraction of high-caliber individuals.

The Nomination and Remuneration Committee considered and is satisfied that, as no increases were granted during the 2016 financial year, the proposed fee increase is reasonable.

### **Ordinary Resolution Number 1: Adoption of annual financial statements**

"Resolved that the annual financial statements of the Company for the year ended March 31, 2017, including the directors' report, the report of the Audit and Risk Committee and the report of the Social and Ethics Committee, be and are received and adopted."

In order for Ordinary Resolution Number 1 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

### **Ordinary Resolution Number 2: Placing shares under the control of directors**

"Resolved that the authorized but unissued shares of the Company be and are hereby placed under the control of the directors of the Company, which directors are, subject to the JSE Listings Requirements and the provisions of the Companies Act, authorized to allot and issue and otherwise dispose of all or part thereof, at their discretion, of any such shares at such time or times, to such person or persons, company or companies and upon such terms and conditions as they may determine provided that such allotment and/or issue and/or disposal shall not exceed 10% of the Company's issued share capital as from the date of passing of this ordinary resolution less the aggregate number of shares, if any, held by the Company and its subsidiaries, from time to time, as treasury shares; such authority to remain in force until the next annual general meeting of the Company."

In order for Ordinary Resolution Number 2 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

### **Reason for and effect of Ordinary Resolution Number 2**

In respect of Ordinary Resolution Number 2, shareholders are advised that the Company's Memorandum of Incorporation requires shareholders to approve the placement of 10% of the authorized but unissued shares of the Company under the control of directors who may issue such shares in their discretion provided that such approval is valid until the Company's next annual general meeting, provided that it shall not extend beyond 15 months from the

## Notice of annual general meeting

---

date of passing this ordinary resolution, whichever is the earlier, subject at all times to the Companies Act, the JSE Listings Requirements and the Company's Memorandum of Incorporation.

### **Ordinary Resolution Number 3: Confirmation of appointment of P Dell as a director of the Company**

"Resolved that the appointment of P Dell, as an executive director with effect from February 9, 2017, be and is hereby confirmed."

A brief *curriculum vitae* is set out below:

Paul Dell (CA (SA)), has served as the Interim Chief Financial Officer and as a member of our Board of Directors since February 2017. Prior to Paul Dell's appointment as such, he was our Group Financial Controller. Paul is PwC trained (including two USA secondments), and has an excellent academic record (passing both his degree and honours degree with distinction) and has nearly eight years' experience in group finance roles in listed multinationals (JSE, NYSE, AIM).

In order for Ordinary Resolution Number 3 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

### **Ordinary Resolution Number 4: Re-election of C Ewing as a director of the Company**

"Resolved that C Ewing who retires in terms of the Company's Memorandum of Incorporation and who, being eligible, offers himself for re-election, be re-elected as a director of the Company."

A brief *curriculum vitae* is set out below:

C Ewing (BComm; LLB (Wits)), an independent non-executive director, has served as a member of the Board of Directors since January 2012, is chairman of the Social and Ethics Committee and also serves as a member of the Audit and Risk Committee. In 2014, Mr Ewing became chairman of DLA Piper Africa, responsible for the relationships which the firm holds with its partner firms across Africa. He has practiced corporate law for more than 30 years and has specialized in mergers and acquisitions. He also serves as chairman of Better Life Group Limited, a public company, and is a member of the South African Takeover Regulation Panel (a regulatory body established in terms of the South African Companies Act). The Nominations and Remuneration Committee has considered C Ewing's past performance and contribution to the Company and recommends that C Ewing is re-elected as a director of the Company.

In order for Ordinary Resolution Number 4 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

### **Ordinary Resolution Number 5: Re-election of A Welton as a director of the Company**

"Resolved that A Welton who retires in terms of the Company's Memorandum of Incorporation and who, being eligible, offers himself for re-election, be re-elected as a director of the Company."

## Notice of annual general meeting

---

A brief *curriculum vitae* is set out below:

A Welton (CA (SA); MBL (Unisa)), an independent non-executive director, has served as a member of our Board of Directors since February 2008. Mr Welton serves as chairman of the Audit and Risk Committee, and is a member of the Nominations and Remuneration Committee and the Social and Ethics Committee. Mr Welton's career as a financial director of JSE listed companies spanned the years from 1986 to 2009.

The Nominations and Remuneration Committee has considered A Welton's past performance and contribution to the Company and recommends that A Welton is re-elected as a director of the Company.

In order for Ordinary Resolution Number 5 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

### **Ordinary Resolution Number 6: Re-appointment of members of the Audit and Risk Committee**

"Resolved that the members of the Company's Audit and Risk Committee set out below be and are hereby re-appointed, each by way of a separate vote, with effect from the end of this annual general meeting in terms of section 94(2) of the Companies Act. The membership as proposed by the Nominations and Remuneration Committee is:

- 6.1 A Welton (Chairman of the Audit and Risk Committee);
- 6.2 R Bruyns;
- 6.3 C Ewing; and
- 6.4 E Banda."

Brief *curricula vitae* of each of the above Audit and Risk Committee members, is set out below:

A Welton (CA (SA); MBL (Unisa)), an independent non-executive director, has served as a member of our Board of Directors since February 2008. Mr Welton serves as chairman of the Audit and Risk Committee, and is a member of the Nominations and Remuneration Committee and the Social and Ethics Committee. Mr Welton's career as a financial director of JSE listed companies spanned the years from 1986 to 2009.

R Bruyns (CA (SA); PDM (Harvard)), the Company's lead independent non-executive director, served as the Chairman of the Board of Directors from October 2007 until October 2016. R Bruyns is also a member of the Audit and Risk Committee, the Social and Ethics Committee, and is chairman of the Nominations and Remuneration Committee. R Bruyns also currently serves as chairman and independent non-executive director on the board of directors of the Constantia Insurance Group of companies.

C Ewing (BComm; LLB (Wits)), an independent non-executive director, has served as a member of the Board of Directors since January 2012, is chairman of the Social and Ethics Committee and also serves as a member of the Audit and Risk Committee. In 2014, Mr Ewing became chairman of DLA Piper Africa, responsible for the relationships which the firm holds with its partner firms across Africa. He has practiced corporate law for more than 30 years and has specialized in mergers and acquisitions. He also serves as chairman of Better Life Group Limited, a public company, and is a member of the South African Takeover Regulation Panel (a regulatory body established in terms of the South African Companies Act).

## Notice of annual general meeting

---

E Banda (BA (Hons), BCompt, CA(SA), LL.M (distinction)), an independent non-executive director, has served as a member of our Board of Directors since May 2013. Mr Banda is also a member of our Audit and Risk Committee. Mr Banda is chief executive officer of African Phoenix Investments Limited, a JSE listed investment holding company. He has served as a non-executive director of Super Group Ltd since July 2011. Furthermore, Mr Banda has sat on a number of boards of listed and unlisted international and South African companies, including serving as chairman of Gold Reef Resorts Limited, which merged with Tsogo Sun, from July 2009 to February 2011. He has served as chairman of the South African National Electricity Regulator and chairman of the Municipal Infrastructure Investment Unit of the South African Government. Mr Banda was country head for global bank Credit Suisse First Boston and later, head of sub-Saharan Africa for HSBC Corporate and Investment Bank. Mr Banda has practiced law in both the United States and in South Africa, and is a member of the New York law bar and an Advocate of the Supreme Court of South Africa. Mr Banda is a Senior Associate and Faculty Member of the University of Cambridge Institute on Sustainability Leadership. He is also the founder of Freetel Capital, a private investment company with interests in various sectors.

In order for Ordinary Resolution Numbers 6.1 to 6.4 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass these resolutions.

### Ordinary Resolution Number 7: Re-appointment of auditors

“Resolved that PricewaterhouseCoopers Inc., be and are hereby re-appointed as auditors of the Company.”

The Audit and Risk Committee has nominated for appointment as auditors of the Company under section 90 of the Companies Act, PricewaterhouseCoopers Inc.

In order for Ordinary Resolution Number 7 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

### Ordinary Resolution Number 8: Non-binding advisory vote on remuneration policy

“Resolved that, in accordance with the principles of the King III report on governance, and through a non-binding advisory vote, the Company’s remuneration policy and the implementation thereof as further detailed on pages 8 to 12 of the Group and Company Financial Statements be and is hereby approved.”

In order for ordinary resolution number 8 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

### Ordinary Resolution Number 9: General authority to issue shares for cash

“Resolved that, subject to the restrictions set out below and subject to the provisions of the Companies Act and the JSE Listings Requirements, the directors of the Company be and are hereby authorized until this authority lapses at the next annual general meeting of the Company, provided that this authority shall not extend beyond 15 months from the date of passing of this ordinary resolution, to allot and issue shares of the Company for cash on the following basis:

- (a) the shares which are the subject of the issue for cash must be of a class already in issue or, where this is not the case, must be limited to such shares or rights as are convertible into a class already in issue;

## Notice of annual general meeting

---

- (b) the allotment and issue of shares for cash shall be made only to persons qualifying as “public shareholders”, as defined in the JSE Listings Requirements, and not to “related parties”;
- (c) shares which are the subject of general issues for cash shall not exceed 30 171 712 shares, being 5% of the Company’s issued shares as at the date of this notice of annual general meeting, provided that:
  - any shares issued under this authority, prior to this authority lapsing, shall be deducted from the 30 171 712 shares the Company is authorized to issue in terms of this authority; and
  - in the event of a sub-division or consolidation of shares prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio;
- (d) the maximum discount at which shares may be issued is 10% of the weighted average traded price of such shares measured over the 30 business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the shares; and
- (e) after the Company has issued shares in terms of this general authority to issue shares for cash representing on a cumulative basis within a financial year, 5% or more of the number of shares in issue prior to that issue, the Company shall publish an announcement containing full details of that issue, including, the number of shares issued, the average discount to the weighted average traded price of the shares over the 30 business days prior to the date that the issue is agreed in writing between the Company and the party/ies subscribing for the shares and an explanation, including supporting documentation (if any), of the intended use of the funds.”

In terms of the JSE Listings Requirements, in order for ordinary resolution number 9 to be adopted, the support of at least 75% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

### Reason for and effect of Ordinary Resolution Number 9

In respect of Ordinary Resolution Number 9, shareholders are advised that in accordance with the provisions of the JSE Listings Requirements, shareholders may authorize the directors to issue unissued shares for cash as the directors in their discretion deem fit, provided that such issue is subject to the provisions and limitations of the JSE Listings Requirements as set out in Ordinary Resolution Number 9 and subject always to compliance with the Companies Act. The directors confirm that there is no specific intention to issue any shares for cash as at the date of this notice.

### Ordinary Resolution Number 10: Signature of documentation

“Resolved that any director or the Company Secretary of the Company be and is hereby authorized to sign all such documentation and do all such things as may be necessary for or incidental to the implementation of Special Resolution Numbers 1, 2 and 3 and Ordinary Resolution Numbers 1, 2, 3, 4, 5, 6.1, 6.2, 6.3, 6.4, 7, 8 and 9 which are passed by shareholders in accordance with and subject to the terms thereof.”

In order for Ordinary Resolution Number 10 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

## Notice of annual general meeting

---

### Voting and proxies

A shareholder of the Company entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies (who need not be a shareholder of the Company) to attend, vote and speak in his/her stead.

On a show of hands, every shareholder of the Company present in person or represented by proxy shall have one vote only. On a poll, every shareholder of the Company present in person or represented by proxy shall have one vote for every share held in the Company by such shareholder.

A form of proxy is attached for the convenience of any shareholder who cannot attend the annual general meeting. Forms of proxy may also be obtained on request from the Company's registered office. The completed forms of proxy should be deposited at or posted to the office of the transfer secretaries of the Company, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) or by email to [proxy@computershare.co.za](mailto:proxy@computershare.co.za). Shareholders are requested to furnish such forms of proxy to the transfer secretaries of the Company at least 24 hours prior to the date of the meeting in order to allow for processing of the forms of proxy. Alternatively, the form of proxy may be handed to the chairman of the annual general meeting or to the transfer secretaries present at the annual general meeting or at any time prior to the commencement of the annual general meeting or prior to voting on any resolution proposed at the annual general meeting. Any member who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the annual general meeting should the member subsequently decide to do so.

Shareholders who have already dematerialized their shares through a Central Securities Depository Participant ("CSDP") or broker rather than through own-name registration and who wish to attend the annual general meeting must instruct their CSDP or broker to issue them with the necessary authority to attend.

Dematerialized shareholders, who have elected own-name registration in the sub-register through a CSDP and who are unable to attend but wish to vote at the annual general meeting, should complete and lodge the attached form of proxy with the transfer secretaries of the Company.

Dematerialized shareholders who have not elected own-name registration in the sub-register through a CSDP and who are unable to attend but wish to vote at the annual general meeting should timeously provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between the shareholder and his CSDP or broker.

### American Depository Shares ("ADS") holders

Registered holders who hold their ADS in physical form will receive a proxy card and voting instructions from BNY Mellon. Beneficial holders who hold their ADS in book entry form will receive their proxy card and voting instructions from their broker.

### Electronic participation

Shareholders or their proxies may participate in the meeting by way of telephone conference call. Shareholders or their proxies who wish to participate in the annual general meeting via the teleconference facility will be required to advise the Company thereof by no later than 11:30 on September 15, 2017 by submitting, by email to Joanne Holmes at [joanne.holmes@mixtelematics.com](mailto:joanne.holmes@mixtelematics.com) or by fax, to be faxed to +27 11 654 8286, for the attention of Joanne Holmes, relevant contact details including email address, cellular number and landline, as well as full details of the shareholder's title to the shares issued by the Company and proof of identity, in the form of copies of identity

## Notice of annual general meeting

---

documents and share certificates (in the case of certificated shareholders), and (in the case of dematerialized shareholders) written confirmation from the shareholder's CSDP confirming the shareholder's title to the dematerialized shares. Upon receipt of the required information, the shareholder concerned will be provided with a secure code and instructions to access the electronic communication during the annual general meeting.

Shareholders who wish to participate in the annual general meeting by way of telephone conference call must note that they will not be able to vote during the annual general meeting. Such shareholders, should they wish to have their vote counted at the annual general meeting, must, to the extent applicable,

- (i) complete the form of proxy; or
- (ii) contact their CSDP or broker, in both instances, as set out above.

By order of the Board

***Java Capital Trustees and Sponsors Proprietary Limited***  
Company Secretary

22 June 2017



## Form of proxy

---

### **MiX TELEMATICS LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number 1995/013858/06)

JSE share code: MIX ISIN: ZAE000125316

NYSE share code: MIXT

("the Company" or "MiX Telematics" or "the Group")

For use by the holders of the Company's certificated ordinary shares ("certificated shareholders") and/or dematerialised ordinary shares held through a Central Securities Depository Participant ("CSDP") or broker who have selected "own-name" registration ("own-name dematerialised shareholders"), registered as such at the close of business on the voting record date, at the annual general meeting of the Company to be held at Matrix Corner, Howick Close, Waterfall Park, Midrand, Johannesburg on Wednesday, September 20, 2017 at 11h30 (the "annual general meeting") or at any adjournment thereof, if required. Additional forms of proxy are available from the transfer secretaries of the Company.

Not for use by holders of the Company's dematerialised ordinary shares who have not selected "own-name" registration. Such shareholders must contact their CSDP or broker timeously if they wish to attend and vote at the annual general meeting and request that they be issued with the necessary authorisation to do so or provide the CSDP or broker timeously with their voting instructions should they not wish to attend the annual general meeting in order for the CSDP or broker to vote in accordance with their instructions at the annual general meeting.

I/We

\_\_\_\_\_  
(name in block letters)

of

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

being the registered holder of \_\_\_\_\_ ordinary shares in the capital of the Company hereby appoint:

1. \_\_\_\_\_ or failing him

2. \_\_\_\_\_ or failing him

3. the chairman of the meeting,

as my/our proxy to act for me/us on my/our behalf at the annual general meeting, or any adjournment thereof, which will be held for the purpose of considering and, if deemed fit, passing with or without modification, the ordinary and special resolutions as detailed in the notice of annual general meeting, and to vote for and/or against such resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name(s), in accordance with the following instructions:

## Form of proxy

---

		Number of votes		
		*For	*Against	*Abstain
<b>To pass special resolutions:</b>				
1.	Repurchases of securities			
2.	Financial assistance to related and inter-related companies			
3.	Approval of fees payable to non-executive directors			
<b>To pass ordinary resolutions:</b>				
1.	Adoption of annual financial statements			
2.	Placing shares under the control of directors			
3.	Confirmation of appointment of P Dell as a director of the Company			
4.	Re-election of C Ewing as a director of the Company			
5.	Re-election of A Welton as a director of the Company			
<b>6. Re-appointment of members of the Audit and Risk Committee:</b>				
6.1	A Welton			
6.2	R Bruyns			
6.3	C Ewing			
6.4	E Banda			
7.	Re-appointment of auditors			
8.	Non-binding advisory vote on remuneration policy			
9.	General authority to issue shares for cash			
10.	Signature of documentation			

**(Indicate instructions to proxy in the spaces provided above.)**

(One vote per share held by MiX Telematics shareholders recorded in the register on the voting record date.) Unless otherwise instructed, my proxy may vote as he/she thinks fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature \_\_\_\_\_ Assisted by (if applicable) \_\_\_\_\_

A shareholder entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend, vote and speak in his/her stead. A proxy need not be a shareholder of the Company. Each shareholder is entitled to appoint one or more proxies to attend, speak and, on a poll, vote in place of that shareholder at the annual general meeting.

Forms of proxy must be deposited at Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107). Alternatively, the form of proxy may be handed to the chairman of the annual general meeting or to the transfer secretaries at the annual general meeting or at any time prior to the commencement of the annual general meeting.

**Please read the notes on the reverse side hereof.**

## Notes to the form of proxy

---

1. This form of proxy is only to be completed by those ordinary shareholders who are:
  - a. holding ordinary shares in certificated form; or
  - b. recorded in the sub-register in electronic form in their "own name", on the date on which shareholders must be recorded as such in the register maintained by the transfer secretaries, Computershare Investor Services Proprietary Limited, being Friday, September 15, 2017, and who wish to appoint another person to represent them at the annual general meeting.
2. Certificated shareholders wishing to attend the annual general meeting have to ensure beforehand with the transfer secretaries of the Company (being Computershare Investor Services Proprietary Limited) that their shares are registered in their own name.
3. Beneficial shareholders whose shares are not registered in their "own name", but in the name of another, for example, a nominee, may not complete a form of proxy, unless a form of proxy is issued to them by a registered shareholder and they should contact the registered shareholder for assistance in issuing instruction on voting their shares, or obtaining a proxy to attend, speak and, on a poll, vote at the annual general meeting.
4. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space, with or without deleting "the chairman of the annual general meeting". The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
5. A 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 shares than you own in the Company, insert the number of shares in respect of which you desire to vote. If; (i) a shareholder fails to comply with the above; or (ii) gives contrary instructions in relation to any matter; or (iii) the resolution listed in the proxy form is modified or amended, the member will be deemed to authorize the chairman of the annual general meeting, if the chairman is the authorized proxy, to vote in favor of the resolutions at the annual general meeting, or any other proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit, in respect of all the member's votes exercisable thereat. If however, the member 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.
6. The forms of proxy should be lodged at Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001, posted to PO Box 61051, Marshalltown, 2107 or emailed to proxy@computershare.co.za, or handed to the chairman of the annual general meeting or to the transfer secretaries at the annual general meeting or at any time prior to the commencement of the annual general meeting.
7. The completion and lodgment of this form of proxy will 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 shareholder wish to do so. In addition to the foregoing, a shareholder may revoke the proxy appointment by (i) canceling it in writing, or making a later inconsistent appointment of a proxy; and (ii) delivery 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 shareholder as at the later of the date stated in the revocation instrument, if any; or the date on which the revocation instrument was delivered in the required manner.
8. The chairman of the annual 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 shareholder(s) concerned wish(es) to vote.
9. Any alteration to this form of proxy, other than a deletion of alternatives, must be initialed by the signatory/ies.

## Notes to the form of proxy

---

10. Documentary evidence establishing the authority of a person signing this form in a representative capacity must be attached to this form of proxy unless previously recorded by the Company or Computershare Investor Services Proprietary Limited or waived by the chairman of the annual general meeting.
11. 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 Computershare Investor Services Proprietary Limited.
12. Where there are joint holders of shares:
  - a. any one holder may sign the form of proxy; and
  - b. the vote of the senior (for that purpose seniority will be determined by the order in which the names of shareholders appear in the register of members) 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.
13. If duly authorized, companies and other corporate bodies who are shareholders of the Company 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 annual general meeting by giving written notice of the appointment of that representative. This notice will not be effective at the annual 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 by Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001, posted to PO Box 61051, Marshalltown, 2107 or emailed to proxy@computershare.co.za, or handed to the chairman of the annual general meeting or to the transfer secretaries at the annual general meeting or at any time prior to the commencement of the annual general meeting.
14. This form of proxy may be used at any adjournment or postponement of the annual general meeting, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.
15. The foregoing notes contain a summary of the relevant provisions of section 58 of the Companies Act, 2008 (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 attached to this form of proxy.

### 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 the 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;

## Notes to the form of proxy

---

- (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) canceling 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;
  - (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 instruction 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 reasonable 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 favor 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."

