

SUN INTERNATIONAL LIMITED

(INCORPORATED IN SOUTH AFRICA)
 (Registration number 1967/007528/06)
 Share code: SUI
 ISIN: ZAE000097580
 ("Sun International" or "the Company")



FORM OF PROXY – SUN INTERNATIONAL LIMITED ANNUAL GENERAL MEETING

For use by certificated shareholders or own name dematerialised shareholders at the thirtieth annual general meeting of shareholders of Sun International to be held on **Friday, 21 November 2014 at 09h00 Chilean time (which is 14h00 South African time)**, in the Conference Center, Monticello Grand Casino, Panamericana Sur Km 57 San Fco. de Mostazal VI Región Chile, to among other things, consider, and if deemed fit, to pass (with or without modification) the ordinary and special resolutions set out below. A local dial-in facility will also be made available for shareholders who wish to participate via teleconference, at the Maslow Hotel, Corner Grayston Drive and Rivonia Road, Sandton, South Africa at **14h00 (South African time)**.

This form of proxy is not to be used by beneficial owners 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. Generally, you will not be an own name dematerialised shareholder unless you have specifically requested your CSDP to record you as the holder of the shares in your own name in the Company's sub-register.

This form of proxy is 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 shares.

Each shareholder entitled to attend and vote at the annual general meeting is entitled to appoint a proxy (who need not also be a shareholder of the Company) to attend, participate in and speak and vote in place of that shareholder at the annual general meeting, and at any adjournment thereafter.

Please note the following:

- ❖ the appointment of your proxy may be suspended at any time to the extent that you choose to act directly and in person in the exercise of your rights as a shareholder at the annual general meeting;
- ❖ the appointment of the proxy is revocable; and
- ❖ you 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.

Any shareholder of the Company that itself is a company may authorise any person to act as its representative at the annual general meeting. Section 63(1) of the Companies Act requires that persons wishing to participate in the annual general meeting (including the aforementioned representative) must provide satisfactory identification before they may so participate.

Note that voting will be performed by way of a poll and, accordingly, any person who is present at the annual general meeting, whether as a shareholder or as proxy for a shareholder, shall have the number of votes determined in accordance with the voting rights associated with the Sun International Limited ordinary shares held by that shareholder.

I/We (full names of shareholder)

of (address)

Telephone: (work) (area code) Telephone: (home) (area code)

Fax: (area code) Cell number:

Email address:

Holding ordinary shares in the Company hereby appoint:

Name of Proxy OR Name: Identity Number:

Name of Proxy OR Name: Identity Number:

The Chairman of the annual general meeting

as my/our proxy to attend, participate in, speak and vote at the annual general meeting in my/our place and on my/our behalf at the Sun International annual general meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special 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 instructions set out below (refer to note 2):

my/our proxy:

- ❖ may delegate to another person his/her authority to act on my/our behalf at the Sun International annual general meeting, provided that my/our proxy may only delegate his/her authority to act on my/our behalf at the annual general meeting to a director of the Company;
- ❖ must provide written notification to the transfer secretaries of the Company, namely Computershare Investor Services Proprietary Limited, of the delegation by my/our proxy of his/her authority to act on my/our behalf at the Sun International annual general meeting by no later than **09h00 on 18 November 2014**. Alternatively, the written notification must be handed to the Chairman of the annual general meeting at any time prior to the commencement of the annual general meeting to be held in Chile at **09h00 (Chilean time) on 21 November 2014**; and
- ❖ must provide to his/her delegate a copy of his/her authority to delegate his/her authority to act on my/our behalf at the annual general meeting.

Resolution reference	Number of ordinary shares		
	For	Against	Abstain
Ordinary resolution number 1 – election of non-executive director – Mr E Cibie			
Ordinary resolution number 2 – re-election of non-executive directors retiring by rotation by way of separate resolutions			
2.1 Ms B Modise			
2.2 Mr MV Moosa			
2.3 Mr GR Rosenthal			
Ordinary resolution number 3 – election and appointment of Audit Committee members by way of separate resolution			
3.1 Ms ZBM Bassa			
3.2 Mr PL Campher			
3.3 Ms B Modise			
3.4 Mr GR Rosenthal			
Ordinary resolution number 4 – endorsement of the remuneration policy			
Ordinary resolution number 5 – re-appointment of independent external auditors			
Special resolution number 1 – approval of increase of committee fees			
Special resolution number 1.1 – approval of increase of social and ethics committee fees			
Special resolution number 1.2 – approval of investment committee fees			
Special resolution number 2 – approval of no more than 10% increase for non-executive director fees			
Special resolution number 3 – general authority to repurchase shares			
Ordinary resolution number 6 – authority for directors or Company Secretary to implement resolutions			

Signed this day of 2014

Signature of member(s)

Assisted by me (where applicable)

Please read the notes and instructions overleaf.

Note: Voting on all resolutions will be conducted by way of a poll.

INSTRUCTIONS ON SIGNING AND LODGING THE FORM OF PROXY

A shareholder entitled to attend and vote at the annual general meeting may appoint one or more persons as his/her proxy to attend, speak or vote in his/her stead at the annual general meeting.

A proxy need not be a shareholder of the Company.

On a poll, every Sun International shareholder shall have for each share held by him/her that proportion of the total votes in the Company which the aggregate amount of the nominal value of that share held by him/her bears to the aggregate amount of the nominal value of all the shares issued by the Company.

Notes:

1. A shareholder may appoint and insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided overleaf, with or without deleting "the Chairman of the annual general meeting".
2. If no proxy is inserted in the spaces provided, then the Chairman shall be deemed to be appointed as the proxy to vote or abstain as the Chairman deems fit.
3. A shareholder's 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, this form of 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.
4. 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.
5. Completed forms of proxy must be lodged at the registered office of the Company, 6 Sandown Valley Crescent, Sandton, Gauteng, South Africa or posted to the Company Secretary, PO Box 782121, Sandton 2146, or lodged with or posted to the transfer secretaries, Computershare Investor Services Proprietary Limited, Ground Floor, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107, South Africa) so as to be received by no later than **09h00 on Tuesday, 18 November 2014**. Alternatively, the form of proxy must be handed to the Chairman of the annual general meeting at the general meeting at any time prior to the commencement of the annual general meeting to be held in Chile at **09h00 (Chilean time which is 14h00 South African time) on Friday, 21 November 2014**.
6. 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 previously recorded by the Company Secretary or waived by the Chairman of the annual general meeting if the Chairman is reasonably satisfied that the right of the representative to participate and vote has been reasonably verified. CSDP's or brokers registered in the Company's sub-register voting on instructions from beneficial owners of shares registered in the Company's sub-register, are requested that they identify the beneficial owner in the sub-register on whose behalf they are voting and return a copy of the instruction from such owner to the Company Secretary or to the transfer secretaries, Computershare Investor Services Proprietary Limited, Ground Floor, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107, South Africa), together with this form of proxy.
7. The completion and lodging 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 hereof, should such shareholder wish to do so.
8. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies, but any such alteration or correction will only be validly made if it is accepted by the Chairman.
9. 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 Company Secretary.
10. If the instrument appointing the proxy or proxies has been delivered to the Company, any notice that is required by the Companies Act or the Company's Memorandum of Incorporation to be delivered by the Company to the shareholder must (for so long as the proxy or proxies appointment remains in effect) be delivered by the Company to: (i) the shareholder or (ii) the proxy or proxies, if the shareholder has directed the Company to do so, in writing, and paid any reasonable fee charged by the Company for doing so.
11. The authority of a person signing the form of proxy in a representative capacity must be attached to the form of proxy unless that authority has already been recorded by the Company's transfer secretaries, alternatively waived by the Chairman of the annual general meeting.