

Form of proxy – annual general meeting

Blue Label Telecoms Limited

(Incorporated in the Republic of South Africa)
(Registration number: 2006/022679/06)
Share code: BLU ISIN: ZAE000109088
("Blue Label" or "the Company")

For use by certificated shareholders or own name dematerialised shareholders at the annual general meeting of the Company to be held at 10:00 on Thursday, 29 November 2012 at the registered office of Blue Label, 75 Grayston Drive, corner Benmore Road, Morningside Extension 5, Johannesburg ("AGM").

If dematerialised shareholders, other than own name dematerialised shareholders have not been contacted by their Central Securities Depository Participant ("CSDP") or broker with regard to how they wish to cast their vote, they should contact their CSDP or broker and instruct their CSDP or broker as to how they wish to cast their vote at the AGM in order for their CSDP or broker to vote in accordance with such instructions. If dematerialised shareholders, other than own name dematerialised shareholders, have not been contacted by their CSDP or broker it would be advisable for them to contact their CSDP or broker, as the case may be, and furnish them with their instructions. Dematerialised shareholders who are not own name dematerialised shareholders and who wish to attend the AGM must obtain their necessary letter of representation from their CSDP or broker, as the case may be and submit same to the transfer secretaries, Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), to be received by no later than 10:00, on Tuesday, 27 November 2012. This must be done in terms of the agreement entered into between the dematerialised shareholder and their CSDP or broker. If the CSDP or broker, as the case may be, does not obtain instructions from such dematerialised shareholders, it will be obliged to act in terms of the mandate furnished to it, or if the mandate is silent in this regard, to abstain from voting. **Such dematerialised shareholders, other than own name dematerialised shareholders, must not complete this form of proxy and should read note 10 of the overleaf.**

Full name: I/We (BLOCK LETTERS) _____ of (address) _____
Telephone: (Work) (area code: _____) Telephone: (Home) (area code: _____)
Fax: (area code: _____) Cell number: _____

being the holder(s) of _____ Blue Label shares hereby appoint:

1. _____ or failing him/her, _____
2. _____ or failing him/her, _____
3. the chairman of the AGM,

as my/our proxy to vote for me/us on my/our behalf at the AGM of Blue Label shareholders to be held at 10:00 on Thursday, 29 November 2012 or any adjournment thereof as follows:

Resolution	For	Against	Abstain
Ordinary resolution number 1: Re-election of Mr GD Harlow as a director of the Company			
Ordinary resolution number 2: Re-election of Mr NN Lazarus SC as a director of the Company			
Ordinary resolution number 3: Election of Mr JS Vilakazi as a director of the Company			
Ordinary resolution number 4: Re-appointment of external auditors			
Ordinary resolution number 5: Election of Mr JS Mthimunye as a member and chairperson of the Audit, Risk and Compliance Committee			
Ordinary resolution number 6: Election of Mr GD Harlow as a member of the Audit, Risk and Compliance Committee			
Ordinary resolution number 7: Election of Mr NN Lazarus SC as a member of the Audit, Risk and Compliance Committee			
Ordinary resolution number 8: Election of Mr JS Vilakazi as a member of the Audit, Risk and Compliance Committee			
Ordinary resolution number 9: General authority granted to directors to allot and issue authorised but unissued ordinary shares			
Ordinary resolution number 10: General authority to issue ordinary shares for cash			
Ordinary resolution number 11: Indemnification of directors			
Ordinary resolution number 12: Directors' authority to implement Ordinary and Special resolutions			
Non-binding advisory vote: Endorsement of the Remuneration Policy			
Special resolution number 1: Non-executive directors' remuneration			
Special resolution number 2: General authority to repurchase shares			
Special resolution number 3: Approval for the Company to grant financial assistance in terms of sections 44 and 45 of the Act			
Special resolution number 4: Adoption of new memorandum of incorporation			

Signed at _____ this _____ day of _____ 2012

Signature _____

Assisted by (if applicable) _____

Please read the notes on the reverse side hereof.

A shareholder entitled to attend and vote at the annual general meeting may appoint one or more persons as his/her/its proxy to attend, speak or vote in his/her/its stead at the annual general meeting. A proxy need not be a shareholder of the Company.

On a show of hands, every shareholder shall have one vote (irrespective of the number of shares held). On a poll, every shareholder shall have, for each share held by him/her/it that, proportion of the total votes in the Company which the aggregate amount of the nominal value of that share held by him/her/it bears to the aggregate amount of the nominal value of all the shares issued by the Company.