

ZCI LIMITED

(Registered in Bermuda)

JSE Code: ZCI

ISIN: BMG9887P1068

("ZCI" or "the Company")

FORM OF PROXY

I / We.....

(BLOCK CAPITALS)

Of.....

(ADDRESS)

being a member / members of the company hereby appoint:

.....or failing him/her the Chairman of the meeting as my / our proxy to attend and to vote on my / our behalf at the 2016 and 2017 Annual General Meetings of shareholders to be combined and held at the Intercontinental Hotel, Haile Selassie Avenue, Lusaka, Zambia on Wednesday, 27 December 2017 at 10:30 CAT (08:30 GMT, 09:30 CET) and at any adjournment thereof and in particular to vote on the following resolutions dealing with the matters described in the notice of meeting:

RESOLUTIONS TO BE PROPOSED AT THE <u>2016</u> ANNUAL GENERAL MEETING (PERIOD 1 JANUARY 2016 TO 31 DECEMBER 2016)	FOR	AGAINST	ABSTAIN
Ordinary resolution number one Approve and ratify the re-election of the following directors until the conclusion of the 2017 AGM of the Company:			
1.1 - T Kamwendo			
1.2 - W Badenhorst			
1.3 - S Simukanga			
1.4 - C O'Connor			
1.5 - J Lungu – <i>resigned on 23 July 2017</i>			
Ordinary Resolution number two Approve and ratify the re-election of the following directors of the company as the members of the audit committee of the Company until the conclusion of the 2017 AGM of the Company			
2.1 - S Simukanga			
2.2 - C O'Connor			
2.3 - J Lungu – <i>resigned on 23 July 2017</i>			
Ordinary resolution number three Approve and ratify the re-appointment of auditors and			

the fixing of remuneration for the year ended 31 March 2017.			
Ordinary resolution number four Approve and ratify the remuneration of the directors for the year ended 31 March 2016, as follows:			
4.1 - S Simukanga – USD30,940.00			
4.2 - T Kamwendo – USD215,800.00			
4.3 - C O'Connor – USD23,800.00			
4.4 - J Lungu – USD23,800.00			
4.5 - W Badenhorst – USD23,800.00			
Ordinary resolution number five Approve and ratify all actions taken by the directors of ZCI for the period from 1 January 2016 to 31 December 2016.			

RESOLUTIONS TO BE PROPOSED AT THE <u>2017</u> ANNUAL GENERAL MEETING (<i>PERIOD 1 JANUARY 2017 TO 27 DECEMBER 2017</i>)	FOR	AGAINST	ABSTAIN
Ordinary resolution number six Re-election of the following directors until the conclusion of the 2018 AGM of the Company:			
6.1 - T Kamwendo			
6.2 - W Badenhorst			
6.3 - S Simukanga			
6.4 - C O'Connor			
Ordinary Resolution number seven To elect the following directors of the company as the members of the audit committee of the company until the conclusion of the 2018 AGM of the Company:			
7.1 - S Simukanga			
7.2 - C O'Connor			
Ordinary resolution number eight Re-appointment of auditors and to fix remuneration for the year ending 31 March 2018.			
Ordinary resolution number nine Approve the remuneration of the directors for the year ended 31 March 2017, as follows:			
9.1 - S Simukanga – USD30,940.00			
9.2 - T Kamwendo – USD215,800.00			

9.3 - C O'Connor – USD23,800.00			
9.4 - W Badenhorst – USD23,800.00			
Ordinary resolution number ten Approve and ratify all actions taken by the directors of ZCI for the period from the 1 January 2017 to 27 December 2017.			

**Please indicate with an "X" in the appropriate space above how you wish your vote to be cast. If you return this form duly signed without specific instructions, the proxy will vote or withhold his vote as he deems fit.

Signature.....

Dated.....2017

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of the member. A Proxy need not be a shareholder of the Company.
2. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
3. In the case of a joint holding of shares the first named in the Register of Members only need sign and his vote will be accepted to the exclusion of the vote(s) of the other joint holder(s).
4. A corporation may affix its common or official seal or use the signature of its duly authorised officer.
5. Completion and lodging of this form of proxy will not preclude the member who grants the proxy from attending the meeting and speaking and voting in person to the exclusion of any proxy appointed.
6. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at a meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. Any alterations made to this form should be initialled.
8. Your address, as shown on the envelope, is how it appears on the Register of Members. If this information is incorrect please ring Computershare Investor Services PLC's helpline on 0870 707 1574 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
9. Proxy forms should be completed and returned so as to be received by the Company's Transfer Secretaries, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, United Kingdom, by no later than 17.00 CAT (15.00 GMT, 14.00 CET) on Thursday, 21 December 2017.