THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions commencing on page 6 of this circular apply throughout this circular including this cover page. If you are in any doubt as to the action you should take, please consult your CSDP, broker, attorney, accountant or other professional adviser.

Action required:
• This circular is important and should be read with particular attention to the “Action required by Command Shareholders” section of this circular on page 4, which sets out the action required of them with regard to this circular.
• If you have disposed of all your shares in Command, then this circular should be forwarded to the purchaser to whom, or the broker, agent or CSDP through whom, you disposed of your shares.

Command Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1999/014759/06)
Share Code: CMA   ISIN Code: ZAE000023131
(“Command” or “the Company”)

CIRCULAR TO SHAREHOLDERS
relating to:
- the proposed appointment of directors of the Company;
and incorporating:

a notice of general meeting of shareholders convened in terms of section 70(4) of the Act; and
a form of proxy for use by certificated shareholders and own-name dematerialised shareholders only.

Sponsor: Deloitte & Touche Sponsor Services Proprietary Limited

Attorneys: Werksmans Attorneys

Date of issue: Monday, 28 October 2013

This circular is available in English only and copies thereof may be obtained from Command’s registered office, the Attorneys and the Scrutineers at the addresses reflected in the “Corporate Information” section of this circular from the date of issue of this circular up to and including Tuesday, 19 November 2013.
CORPORATE INFORMATION

Company secretary and registered office
Elton Arthur Rochert
BA (LAW) LLB (STELL); CERT. LABOUR LAW (UCT)

Command Holdings Limited
(Registration number 1999/014759/06)
The Voortrekker Commercial Centre
285 Voortrekker Road
Maitland
7405

Sponsor
Deloitte & Touche Sponsor Services Proprietary Limited
Building 6
The Woodlands
Woodlands Drive
Woodmead
Sandton, 2196
(Private Bag X6, Gallo Manor, 2052)

Attorneys
Werksmans Attorneys
18th Floor, 1 Thibault Square
Cape Town
8001
(Ref : Louis du Preez)
(PO Box 1474, Cape Town, 8000)

Scrutineers
Link Market Services South Africa Proprietary Limited
(Registration number 2000/007239/07)
13th floor ,Rennie House
19 Ameshoff Street, Corner Biccard, Braamfontein
(PO Box 4844 Johannesburg 2000)
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<td>enclosed</td>
</tr>
</tbody>
</table>
ACTION REQUIRED BY COMMAND SHAREHOLDERS

If you are in any doubt as to what action to take in regard to this circular, please consult your CSDP, broker, banker, accountant, attorney or other professional adviser immediately.

This circular contains information relating to the corporate action. You should read this circular carefully and decide how you wish to vote on the Resolutions to be proposed at the general meeting.

GENERAL MEETING

The general meeting, convened in terms of section 70(4) of the Act in terms of the notice incorporated in this circular, will be held on 19 November 2013 at 10:00 at the offices of Werksmans Attorneys at 18th Floor, 1 Thibault Square, Cape Town.

Actions required by certificated shareholders and own-name dematerialised shareholders

If you are a certificated shareholder or an own-name dematerialised shareholder and are unable to attend the general meeting but wish to be represented at the general meeting, you must complete and return the form of proxy relating to the general meeting, in accordance with the instructions set out in the form of proxy, and lodge it with, or post it, so as to reach the Scrutineers by no later than 10:00 on Monday, 18 November 2013. If you are a certificated shareholder or an own-name dematerialised shareholder and are unable to attend the general meeting but wish to be represented, and you do not complete and return the form of proxy in respect of the general meeting by 10:00 on Monday, 18 November 2013, you will nevertheless, at any time prior to the commencement of voting on the ordinary resolutions at the general meeting be entitled to lodge the form of proxy in respect of the general meeting in accordance with the instructions therein with the chairperson of the general meeting as contemplated by the Act.

Actions required by dematerialised shareholders, other than those with own-name registration

The CSDP or broker of dematerialised shareholders, other than those with own-name registration, should contact such dematerialised shareholders to ascertain how they wish their votes to be cast at the general meeting and thereafter cast their votes in accordance with their instructions. If such Dematerialised Shareholders have not been contacted, it is recommended that they contact their CSDP or broker to advise them as to how they wish their votes to be cast.

If you are a Dematerialised Shareholder, other than with own-name registration and wish to attend the general meeting, you should timeously inform your CSDP or broker of your intention to attend and vote at the general meeting or to be represented by proxy in order for your CSDP or broker to issue you with the necessary authorisation or letter of representation to do so. Alternatively, you should timeously provide your CSDP or broker with your voting instructions should you not wish to attend the general meeting in person, in order for your nominee to vote in accordance with your instructions at the general meeting.

Electronic participation

Shareholders will be able to participate at the general meeting by way of electronic participation, but not able to vote electronically. Please refer to the notice of general meeting attached to this circular for details regarding the electronic participation facility.
## IMPORTANT DATES AND TIMES

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Record date, as determined in accordance with section 59 of the Companies Act, for shareholders to be eligible to receive this Circular and notice of General Meeting</td>
<td>Friday, 18 October</td>
</tr>
<tr>
<td>Posting of this Circular</td>
<td>Monday, 28 October</td>
</tr>
<tr>
<td>Last day to trade in order to be eligible to vote at the General Meeting</td>
<td>Friday, 1 November</td>
</tr>
<tr>
<td>Record date to be eligible to vote at the General Meeting</td>
<td>Friday, 8 November</td>
</tr>
<tr>
<td>Last day to lodge forms of proxy by 10:00 on</td>
<td>Monday, 18 November</td>
</tr>
<tr>
<td>General Meeting to be held at 10:00 on</td>
<td>Tuesday, 19 November</td>
</tr>
<tr>
<td>Results of the General Meeting published on SENS</td>
<td>Tuesday, 19 November</td>
</tr>
</tbody>
</table>

**Notes:**
- These dates and times are subject to amendment. Any such amendment will be released on SENS.
- If the date of the general meeting is postponed, replacement proxies must be furnished to the transfer secretaries by not later than 24 hours prior to the date and time to which the general meeting has been postponed.
**INTERPRETATION AND DEFINITIONS**

In this circular, unless otherwise stated or the context so requires, the words in the first column have the meanings stated opposite them in the second column, words in the singular shall include the plural and vice versa, words denoting one gender include the other and expressions denoting natural persons include juristic persons and associations of persons:

<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>“the Act”</td>
<td>the Companies Act, No 71 of 2008, as amended;</td>
</tr>
<tr>
<td>“CET”</td>
<td>Cape Empowerment Trust Limited (Registration No: 1998/014606/06), a public company incorporated in South Africa with its registered address at 5th Floor, 14 Long Street, Cape Town and a shareholder in Command;</td>
</tr>
<tr>
<td>“certificated shareholders”</td>
<td>shareholders who have not dematerialised their Command share certificates in terms of Strate;</td>
</tr>
<tr>
<td>“this circular”</td>
<td>the bound document, dated Monday, 28 October 2013, including the notice of general meeting and a form of proxy;</td>
</tr>
<tr>
<td>“Command” or “the Company”</td>
<td>Command Holdings Limited (Registration No: 1999/014759/06), a public company incorporated in South Africa and listed on the JSE, whose shares are currently suspended;</td>
</tr>
<tr>
<td>“Command Shareholder” or “Shareholder”</td>
<td>a certificated and/ or a dematerialised shareholder of Command;</td>
</tr>
<tr>
<td>“dematerialised shareholders”</td>
<td>Command shareholders who hold dematerialised shares;</td>
</tr>
<tr>
<td>“dematerialised shares”</td>
<td>Shares which have been incorporated into the Strate system and which are no longer evidenced by certificates or other physical documents of title;</td>
</tr>
<tr>
<td>“general meeting”</td>
<td>the general meeting of Shareholders to be held on 19 November 2013 at 10:00 at the offices of Werksmans Attorneys at 18th Floor, 1 Thibault Square, Cape Town, to consider, and if deemed fit, approve the resolutions contained in the notice of general meeting of shareholders attached to this circular;</td>
</tr>
<tr>
<td>“Grapsy”</td>
<td>Grapsy Trust (IT 751/95), a shareholder in Command;</td>
</tr>
<tr>
<td>“Ikwezi”</td>
<td>Ikwezi Investment Trust (IT 2224/98), a shareholder in Command;</td>
</tr>
<tr>
<td>“the JSE”</td>
<td>JSE Limited (Registration number 2005/022939/06), a public company incorporated in South Africa and a licensed stock exchange in accordance with the Financial Markets Act, No 19 of 2012;</td>
</tr>
<tr>
<td>“last practicable date”</td>
<td>23 October 2013, being the last practicable date prior to the finalisation of this circular;</td>
</tr>
<tr>
<td>“the Order”</td>
<td>the order granted on 16 September 2013 by the Honourable Mr Justice Dolamo by agreement between CET, Ikwezi and Grapsy, as described in paragraph 2 below;</td>
</tr>
<tr>
<td>“own name registration”</td>
<td>the registration in their own name by shareholders who have dematerialised their shares;</td>
</tr>
<tr>
<td>“Participant” or “CSDP”</td>
<td>Central Securities Depository Participant;</td>
</tr>
<tr>
<td>“scrutineers”</td>
<td>Link Market Services Proprietary Limited (Registration Number 2000/007239/07) with its address at 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001;</td>
</tr>
<tr>
<td>“SENS”</td>
<td>the Stock Exchange News Service of the JSE; and</td>
</tr>
<tr>
<td>“Strate”</td>
<td>Strate Limited (Registration number 1998/022242/06), a registered central securities depository in terms of the Financial Markets Act, No 19 of 2012.</td>
</tr>
</tbody>
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INTRODUCTION

1. On Wednesday 14 August 2013 an order was granted by the Western Cape High Court ordering that pending the appeal to the Supreme Court of Appeal (leave to appeal having been granted on 2 August 2013) the operation and execution of the orders granted pursuant to the judgment of the Western Cape High Court under the case number 16724/2013, handed down on 24 May 2013, shall not be suspended.

1.2 The order granted by Yekiso J of the Western Cape High Court on 24 May 2013 declared the late Kalman Drukker, Mohamed Iqbal Parker, Mohamed Shaffie Mowzer, and Francina Mabana Moshesh delinquent in their capacities as directors of Command and placed Cornelius Tobias Vermaak, Yvonne Kelebongile Nono Mohutsioa-Mathabathe, Oscar Setsubi, Mokagabudi Lucky Masilela and Lerato Pretorius on probation in their capacities as directors of Command.

1.3 As a result of the judgments handed down on 24 May 2013 and 14 August 2013, Command currently has no directors.

1.4 CET in terms of section 70(4) of the Act convened a shareholders’ meeting of Command for 30 September 2013.

1.5 Subsequent to 1.4 above CET launched an application in the Western Cape High Court under case number 14420/2013, requesting certain relief pertaining to the rights of certain shareholders of Command to vote at the meeting scheduled for 30 September 2013.

1.6 The trustees for the time being of Ikwezi and the trustees for the time being of Grapsy launched a counter application under the same case number.

1.7 On 16 September 2013 the Honourable Mr Justice Dolamo granted an order by agreement between CET, Ikwezi and Grapsy. The Order is described in paragraph 2 below.

THE ORDER

In terms of the Order, inter alia:

2.1 The shareholders’ meeting of Command scheduled for 30 September 2013 was cancelled;

2.2 A shareholders’ meeting in terms of section 70(4) of the Act shall take place on 19 November 2013 at 10:00 at the offices of Werksmans Attorneys at 18th Floor, 1 Thibault Square, Cape Town;
2.3 LA Rose Innes SC was appointed as the independent chairperson of the shareholders’ meeting (“the chairperson”) to be held on 19 November 2013;

2.4 The chairperson was authorised and directed to instruct Mr L Du Preez of Werksmans Attorneys (“Du Preez”) to attend to the following:

2.4.1 to invite all known shareholders of Command (by publication of the Order on SENS and by registered post) to submit by 16:00 on 4 October 2013 written nominations of candidates for appointment to the board of directors of Command at the meeting of 19 November 2013; and

2.4.2 to, after 4 October 2013, give notice to all known shareholders of Command (by publication on SENS and by registered post) of the time and place of the shareholders’ meeting to be held in term of section 70(4) of the Act on 19 November 2013.

The chairperson instructed Du Preez accordingly.

3. NOMINATIONS

3.1 Du Preez invited the shareholders of Command to submit by 16:00 on 4 October 2013 written nominations of candidates for appointment to the board of directors of Command at the shareholders’ meeting scheduled for 19 November 2013.

3.2 The purpose of this circular is to convene a general meeting, in terms of the Order, to appoint directors of Command.

4. PARTICULARS OF THE DIRECTORS NOMINATED TO BE ELECTED

Du Preez received by 16:00 on 4 October 2013 the following written nominations of candidates for appointment to the board of Command:

4.1 From CET 5 (five) candidates, being:

1) Mervyn Robert Burton (South African) – (Non-executive) - CA (SA);
2) Shaun Louis Rai (South African) – (Executive) - CA(SA);
3) Jeremy de Villiers (South African) – (Alternate to Shaun Louis Rai) - CA(SA), HDip (Tax);
4) Jaco Maritz (South African) – (Executive) - CA(SA); and

4.2 From Ikwezi and Grapsy 4 (four) candidates, being:

1) Elton Arthur Rochert (South African) - (Executive) – BA (LLB);
2) Lindien Deon Trueman (South African) - (Non-Executive) – CA(SA);
3) Carlo Carolissen (South African) - (Non-Executive) - LLB; and
4) Mzomhle Wiseman Tshaka (South African) - (Non-Executive) – BA(LLB).

4.3 Dr Francois Joubert (South African) – (Non-Executive) - BSc (Chemistry & Mathematics); BSc (Honours)(Chemistry); MSc (Chemistry); MBA; PhD - nominated himself.

Copies of each of the curriculum vitae of the nominated candidates are enclosed.
5. SHAREHOLDINGS

5.1 Major shareholders

Details of beneficial holders of 5% or more of the issued shares at the last practicable date, are set out in the table below.

<table>
<thead>
<tr>
<th>Shareholder</th>
<th>Total number of shares</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>CET</td>
<td>32,660,000</td>
<td>24.70</td>
</tr>
<tr>
<td>Linford Investments</td>
<td>28,421,584</td>
<td>21.49</td>
</tr>
<tr>
<td>Gropsy</td>
<td>21,604,190</td>
<td>16.34</td>
</tr>
<tr>
<td>Fedlife Assurance Limited (Investec employee benefits)</td>
<td>12,354,800</td>
<td>9.34</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>95,040,574</strong></td>
<td><strong>71.87</strong></td>
</tr>
</tbody>
</table>

Command does not have a controlling shareholder.

5.2 Nominated Directors’ interests in shares

At the last practicable date, the details of the nominated directors’ holdings of shares are set out in the table below.

<table>
<thead>
<tr>
<th>Directors</th>
<th>Direct</th>
<th>Indirect</th>
<th>Percentage%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shaun Louis Rai</td>
<td>-</td>
<td>26,454,600</td>
<td>20.007</td>
</tr>
<tr>
<td>Francois Joubert</td>
<td>280</td>
<td>0.0002</td>
<td></td>
</tr>
</tbody>
</table>

The remaining nominees have no holding of shares in Command.

| Total                      | 280    | 26,454,600   | 20.007      |

Notes:
# The 26,454,600 indirect beneficial shares held by Mr SL Rai are held through CET.

6. GENERAL

6.1 Responsibility statement

This circular has been prepared by Werksmans Attorneys in compliance with the Order and comply as far as reasonably possible with the requirements of the Act and the JSE Listings Requirements.

6.2 Consents

The sponsor and the scrutineers have all consented in writing, to act in the capacities stated and to their names being used in this circular and have not withdrawn their consents prior to the publication of this circular.

7. GENERAL MEETING

The general meeting is scheduled to be held on 19 November 2013 at 10:00 at the offices of Werksmans Attorneys at 18th Floor, 1 Thibault Square, Cape Town, for the purposes of considering and if deemed fit, passing with or without modification, the ordinary resolutions. A notice convening the general meeting to approve the ordinary resolutions and a form of proxy, for use by certificated shareholders and dematerialised shareholders with own-name registration who are unable to attend the general meeting, form part of this circular.
Shareholders are referred to the “Action required by Command Shareholders” section of this circular, which contains information as to the action they need to take in regard to the general meeting.

8. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents (or copies thereof) will be available for inspection at the registered office of Command and at Werksmans Attorneys at the addresses reflected in the “Corporate Information” section of this circular during normal business hours (excluding Saturdays, Sundays and public holidays) from the date of issue of this circular up to and including Tuesday, 19 November 2013:

- the Memorandum of Incorporation of Command;
- The Order;
- the consent letters of the sponsor and the scrutineers; and
- Signed copy of this circular.

_________________________________
L Du Preez
Director
Werksmans Attorneys
By Order of Court

Cape Town
28 October 2013
NOTICE OF GENERAL MEETING OF SHAREHOLDERS

Command Shareholders are reminded that:

• a Command Shareholder entitled to attend and vote at the general meeting is entitled to appoint a proxy (or more than one proxy) to attend, participate in and vote at the general meeting in the place of the Command Shareholder. In this regard Command Shareholders are referred to the attached form of proxy;
• a proxy need not also be a Command Shareholder of the Company; and
• in terms of section 63(1) of the Act, any person attending or participating in a shareholders’ meeting of Command must present reasonably satisfactory identification and the chairperson must be reasonably satisfied that the right of any person to participate in and vote (whether as Command Shareholder or as proxy for a Command Shareholder) has been reasonably verified.

Notice is hereby given that a general meeting of the shareholders of Command will be held on 19 November 2013 at 10:00 at the offices of Werksmans Attorneys at 18th Floor, 1 Thibault Square, Cape Town, to consider and if deemed fit, to pass the following resolutions:

ORDINARY RESOLUTION NUMBER 1
“RESOLVED THAT, MERVYN ROBERT BURTON (Identity number 580613 5045 081) be and is hereby elected as a Non-executive Director of the Company, with immediate effect.”

ORDINARY RESOLUTION NUMBER 2
“RESOLVED THAT, SHAUN LOUIS RAI (Identity number 600819 5035 081) be and is hereby elected as an Executive Director of the Company, with immediate effect.”

ORDINARY RESOLUTION NUMBER 3
“RESOLVED THAT, JEREMY DE VILLIERS (Identity number 731006 5211 084) be and is hereby elected as an Alternate Director to Shaun Lous Rai of the Company, with immediate effect.”

ORDINARY RESOLUTION NUMBER 4
“RESOLVED THAT, JACO MARITZ (Identity number 731213 5097 089) be and is hereby elected as an Executive Director of the Company, with immediate effect.”

ORDINARY RESOLUTION NUMBER 5
“RESOLVED THAT, BRENDAN JOSEPH MANCA (Identity number 600810 5122 086) be and is hereby elected as a Non-executive Director of the Company, with immediate effect.”

ORDINARY RESOLUTION NUMBER 6
“RESOLVED THAT, ELTON ARTHUR ROCHERT (Identity number 750803 5178 081) be and is hereby elected as an Executive Director of the Company, with immediate effect.”

ORDINARY RESOLUTION NUMBER 7
“RESOLVED THAT, LINDEN DEON TRUEMAN (Identity number 7504075070080) be and is hereby elected as a Non-executive Director of the Company, with immediate effect.”
ORDINARY RESOLUTION NUMBER 8

“RESOLVED THAT, CARLO CAROLISSEN (Identity number 7607255191087) be and is hereby elected as a Non-executive Director of the Company, with immediate effect.”

ORDINARY RESOLUTION NUMBER 9

“RESOLVED THAT, MZOMHLE WISEMAN TSHAKA (Identity number 7911105460084) be and is hereby elected as a Non-executive Director of the Company, with immediate effect.”

ORDINARY RESOLUTION NUMBER 10

“RESOLVED THAT, DR FRANCOIS JOUBERT (Identity number 5908185035085) be and is hereby elected as a Non-executive Director of the Company, with immediate effect.”

CURRICULUM VITAE

The Curriculum Vitae in resect of each nominee (accepted by the chairperson in terms of the Order) are enclosed.

RECORD DATES AND ATTENDANCE

In terms of section 59(1)(a) and (b) of the Act, the record dates for the purpose of determining which Shareholders are entitled to:

- receive notice of the general meeting, i.e. the Notice Record Date (being the date on which a Shareholder must be registered in the Company’s share register in order to receive the notice of the general meeting) is Friday, 18 October 2013; and
- participate in and vote at the general meeting, i.e. the Meeting Record Date (being the date on which a Shareholder must be registered in the Company’s share register in order to participate in and vote at the general meeting) is Friday, 8 November 2013.
- Last day to trade in order to be eligible to vote at the General Meeting is Friday, 1 November 2013.

Please note that all participants at the general meeting will be required to provide reasonably satisfactory identification before being entitled to participate in or vote at the general meeting. Forms of identification that will be accepted include original and valid identity documents, driver’s licences and passports.

ELECTRONIC PARTICIPATION

Shareholders will be able to participate at the general meeting by way of electronic participation. Should any Shareholder wish to participate in the general meeting by way of electronic participation, that Shareholder should make application in writing (including details as to how the Shareholder or its representative can be contacted) to so participate to the Scrutineers at the address below, to be received by the Scrutineers at least five (5) business days prior to the general meeting in order for the Scrutineers to arrange for the Shareholder (and its representative) to provide reasonably satisfactory identification to the Scrutineers for the purposes of section 63(1) of the Companies Act and for the Scrutineers to provide the Shareholder (or its representative) with details as to how to access any electronic participation to be provided. The costs of accessing any means of electronic participation provided by the Company will be borne by the Shareholder so accessing the electronic participation.

Scrutineers

Link Market Services South Africa (Pty) Ltd
(Registration number 2000/007239/07)
13th floor, Rennie House
19 Ameshoff Street, Corner Biccard, Braamfontein
(PO Box 4844 Johannesburg 2000)

Or
Faxed to 0866 742450
Or
Emailed to meetfax@linkmarketservices.co.za
Queries – Nomsa Phosa - telephone number - 011 713 0842
VOTING AND PROXIES

Each Shareholder entitled to participate in the meeting, whether present in person or represented by proxy, is entitled to attend, speak and, on a poll, vote at the general meeting. On a show of hands every Shareholder who is present in person or by proxy shall have one vote, and, on a poll, every Shareholder present in person or by proxy shall have one vote for each share held by him/her.

Certificated shareholders and dematerialised shareholders with own name registration

If you are a certificated shareholder or have dematerialised your shares with “own name” registration and you are unable to attend the general meeting of Command Shareholders to be held on 19 November 2013 at 10:00 at the offices of Werksmans Attorneys at 18th Floor, 1 Thibault Square, Cape Town, and wish to be represented thereat, you must complete and return the attached form of proxy in accordance with the instructions contained therein and lodge it with, or post it to, the Scrutineers, namely Link Market Services South Africa (Pty) Ltd, so as to be received by them no later than 10:00 on Monday, 18, November 2013.

Dematerialised shareholders other than those with own name registration

If you hold dematerialised shares in Command through a CSDP or broker other than with an “own name” registration, you must timeously advise your CSDP or broker of your intention to attend and vote at the general meeting in order for your CSDP or broker to provide you with the necessary letter of representation to do so, or should you not wish to attend the general meeting in person, you must timeously provide your CSDP or broker with your voting instruction in order for the CSDP or broker to vote in accordance with your instruction at the general meeting.

Shareholders’ rights regarding proxies in terms of section 58 of the Companies Act are as follows:

(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 that 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;
(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) 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.

(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) 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 otherwise provides.

L Du Preez
Director
Werksmans Attorneys
By Order of Court
28 October 2013
FORM OF PROXY

For use only by certificated shareholders and by dematerialised shareholders who have elected own name registration through a CSDP or broker at the general meeting. Each such Shareholder is entitled to appoint a proxy (who need not be a Shareholder of the company) to attend, speak and, on a poll, vote in place of that member at the general meeting.

Dematerialised shareholders who have not elected own name registration in the sub-register maintained by a CSDP who wish to attend and vote at the general meeting must not complete this form of proxy but must instruct their CSDP or broker to issue them with the necessary letter of representation to attend and vote at the general meeting, or if they do not wish to attend the general meeting but wish to be represented thereat, should provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between them and their CSDP or broker.

I/We (full names and surname in block letters) ___________________________________________
of __________________________________________________________

___________________________________________________________________________________

____________________________________________________________________________________

as a Shareholder of Command Holdings Limited, being the registered holder of ____________ shares in the Company, hereby appoint:

1. ___________________________________________________________________________________
or

2. _________________________________________________________________________________
or

3. THE CHAIRMAN OF THE MEETING

as my/our proxy to attend, speak and vote on my/our behalf, as indicated below, at the general meeting of Shareholders of Command to be held at 10:00 at the offices of Werksmans Attorneys at 18th Floor, 1 Thibault Square, Cape Town on Tuesday, 19 November 2013 and at any adjournment thereof:

Indicate with an X in the appropriate block:
<table>
<thead>
<tr>
<th>Ordinary resolution number</th>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>1  Election of Mervyn Robert Burton as Non-executive director</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2  Election of Shaun Louis Rai as Executive director</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3  Election of Jeremy de Villiers as Alternate director to Shaun Louis Rai</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4  Election of Jaco Maritz as Executive director</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5  Election of Brendan Joseph Manca as Non-executive director</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6  Election of Elton Arthur Rochert as Executive director</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7  Election of Linden Deon Trueman as Non-executive director</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8  Election of Carlo Carolissen as Non-executive director</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9  Election of Mzomhle Wineman Tshaka as Non-executive director</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Election of Dr Francois Joubert as Non-executive director</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Signed at on 2013

Signature
Assisted by me (where applicable)

Name Capacity Signature

(Please print in BLOCK LETTERS)

Please read the notes on the reverse side hereof.
Notes:

1. Each Shareholder is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and, on a poll, vote in place of that member at the general meeting.

2. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder’s choice in the space provided, with or without deleting “the chairman of the general meeting”. The person whose name stands first on the form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.

3. A Shareholder’s instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that member in the appropriate box/es provided. Failure to comply with the above will be deemed to authorise the chairperson of the general meeting, if he is the authorised proxy, to vote in favour of the resolutions at the general meeting, or any other proxy to vote or to abstain from voting at the general meeting as he deems fit, in respect of all the Shareholder’s votes exercisable thereat.

4. A Shareholder or his proxy is not obliged to vote in respect of all the ordinary shares held or represented by him but the total number of votes for or against the resolutions and in respect of which any abstention is recorded may not exceed the total number of votes to which the Shareholder or his proxy is entitled.

5. Forms of proxy must be lodged with or posted to the Scrutineers, Link Market Services South Africa (Pty) Ltd, to be received by no later than 10:00 on Monday, 18 November 2013.

6. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so.

7. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.

8. 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’s transfer office or waived by the chairperson of the general meeting.

9. The chairperson of the general meeting may reject or accept any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he is satisfied as to the manner in which a Shareholder wishes to vote.
1.1. MERVYN ROBERT BURTON (SOUTH AFRICAN) - CA (SA)

Mervyn has extensive experience in corporate governance, financial management and financial reporting. Previous positions included chairman of the Fishing Industry Medical Aid Audit Committee, member of the City of Cape Town Audit Committee and trustee of the I&J Pension Fund. Mervyn is currently a member of the audit committees of a number of Public Sector departments and entities and serves as the chairperson of the Western Cape Liquor Authority and is a non-executive director of WP Blood Transfusion Services NPC. He is also an independent non-executive director of JSE-listed Ascension Properties Ltd and chairs the audit committee.

1.2. SHAUN LOUIS RAI (SOUTH AFRICAN) – CA(SA)

Shaun is the controlling shareholder of Cape Empowerment Trust Limited (“CEL”) and an experienced director of public companies. He is an experienced businessman in diverse sectors ranging from property, services, security, financial services, gaming and engineering. CEL is a 24.4% shareholder in Command. CEL has no other security interests having sold their interest in Alexa Security Solutions in 2012.

1.3. JEREMY DE VILLIERS (SOUTH AFRICAN) – CA(SA), HDip (Tax)

Jeremy is the managing director of CEL. He serves on a number of boards of public companies.

1.4. JACO MARITZ (SOUTH AFRICAN) – CA(SA)

Jaco served as the financial director of JSE-Listed Silverbridge Holdings Ltd for ten years until February 2013. He has a wealth of experience in corporate governance, financial management and financial reporting. After leaving Silverbridge he has been consulting to a number of companies and has been pursuing other business interests.

1.5. BRENDAN JOSEPH MANCA (SOUTH AFRICAN) – BA (LLB); Senior Advocate of the Cape Bar Council

Brendan is a senior advocate who during his 24 years at the Bar has gained extensive experience in commercial, corporate and insolvency law. He was recently appointed by the Supreme Court of Appeal as an independent director to a private company in order to investigate allegations of irregularities.
1.6 MR E A ROCHE RT

**Personal details**

<table>
<thead>
<tr>
<th>Surname:</th>
<th>Rochert</th>
</tr>
</thead>
<tbody>
<tr>
<td>First Name:</td>
<td>Elton Arthur</td>
</tr>
<tr>
<td>Identity Number:</td>
<td>750803 5178 081</td>
</tr>
<tr>
<td>Age:</td>
<td>38</td>
</tr>
<tr>
<td>Nationality:</td>
<td>South African</td>
</tr>
<tr>
<td>Occupation:</td>
<td>Attorney</td>
</tr>
<tr>
<td>Business Address:</td>
<td>The Voortrekker Commercial Centre, 285 Voortrekker Road Maitland Cape Town, 7405</td>
</tr>
</tbody>
</table>

**Directorship:**

Executive

**Work experience**

Elton is employed as the Group Legal Counsel and Company Secretary of Command Holdings Limited since 7 September 2011. Elton practised law at two major commercial South African Law Firms before joining the Command Group of Companies.

1.7 MR L D TRUEMAN

**Personal details**

<table>
<thead>
<tr>
<th>Surname:</th>
<th>Trueman</th>
</tr>
</thead>
<tbody>
<tr>
<td>First Name:</td>
<td>Linden Deon</td>
</tr>
<tr>
<td>Identity Number:</td>
<td>750407 5070 080</td>
</tr>
<tr>
<td>Age:</td>
<td>38</td>
</tr>
<tr>
<td>Nationality:</td>
<td>South African</td>
</tr>
<tr>
<td>Occupation:</td>
<td>CA(SA)</td>
</tr>
<tr>
<td>Business Address:</td>
<td>TUV SUD South Africa (Pty) Ltd 1st Floor, ExecuJet Business Centre Tower Road Cape Town International Airport Cape Town, 7525</td>
</tr>
</tbody>
</table>

**Directorship:**

Non-Executive

**Work experience**

Linden is the Group Financial Controller and a director of TUV SUD South Africa (Pty) Ltd, a subsidiary of TUV SUD AG, incorporated in Germany, since October 2011. Linden was formerly the Financial Director of Systematic Designs (Pty)( Ltd t/a RedLinX.
1.8 MR C CAROLISSEN

**Personal details**

Surname: Carolissen  
First Name: Carlo  
Identity Number: 760725 5191 087  
Age: 37  
Nationality: South African  
Occupation: Advocate  
Business Address: 5th Floor  
56 Keerom Street Chambers  
Keerom Street  
Cape Town, 8001  

Directorship: Non-Executive

**Work experience**

Carlo is a practising Advocate of the High Court of South Africa having been admitted as such on 7 April 2000. A considerable part of his practice involves corporate and administrative law.

1.9 MR M W TSHAKA

**Personal details**

Surname: Tshaka  
First Name: Mzomhle Wiseman (“Mzo”)  
Identity Number: 791110 5460 084  
Age: 33  
Nationality: South African  
Occupation: Attorney  
Business Address: Schoeman Attorneys  
8th Floor, 80 on Strand Street  
C/o Strand & Bree Streets, CBD  
Cape Town, 8000  

Directorship: Non-Executive

**Work experience**

Mzomhle currently practise law at Schoeman Attorneys in Cape Town focusing in the main on advising corporate clients. Mzomhle was for almost 6 years a director of Heyns & Partners Inc., a law firm in Cape Town.
1.10 DR FRANCOIS JOUBERT

Francois was appointed as the Chief Executive Officer of Industrial Steel Fibres (ISF) in January 2000 and currently still holds this position.

Prior to this Francois held senior positions at Williams PLC (WIMS) : Geurnsy Management Company, the IDI Group, Black & Decker and Tralic South Africa.

Francois obtained a PhD at the Common Wealth Open University in 2009. Francois also obtained the following degrees at the North –West University, Potchefstroom Campus in the following years:

1) Masters in Business Administration - 1989
2) MSc (CHEMISTRY) - 1985
3) BSc (HONOURS) (CHEMISTRY) - 1983
4) BSc (CHEMISTRY & MATHEMATICS) - 1982